

MARVEL



AGENT CARTER

SEASON ONE DECLASSIFIED



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SCIENTIFIC

RESERVE

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FOREWORD

BY HAYLEY ATWELL

Dear reader: This is not going to be a cool introduction. Prepare yourself for nerdy confessions and heartwarming anecdotes as I try to capture what on earth we created in the making of *Marvel's Agent Carter*, Season One. I will try not to slide into sentimentality. It will be hard. What I will reveal to you is that this show came out of the hearts and brains of many people whose talents, skills, and hard work are an inspirational sight to behold.

I remember sitting in the car with the co-president of Marvel Studios, our dear Louis D'Esposito. We were at Comic-Con in San Diego, and our twelve-minute Agent Carter One-Shot had just been shown to a very warm audience. He turned to me and casually asked, 'So do you want to make a show?' I am guessing this question was a long time coming for him, and a response to all the fans who had taken Peggy into their hearts already.

I said, "No way would I want to do that, you crazy man."

I'm kidding. In that moment it all changed for me. The rest is...well, I'll tell you about it.

Cut to a year and a half later as I touch down at LAX. (That's a year and a half of "will we or won't we?"—I'm surprised I had any hair left!) I head straight to the studio, where a flurry of excited humans rushes around the *Agent Carter* production offices.

There's no space or time to be nervous—this production is already under way, although principal photography doesn't start for another two weeks. Two weeks of costume fittings with Gigi "we've imported buttons from Paris!" Ottobre-Melton; makeup tests (I think 'Debra La Mia-Denaver' might be the most glamorous name in showbiz); and hair dramas—"Your hair! Too dark! Argh!" shouts Peter Tothpal, our Hungarian Prince, with the naughtiest laugh on set. Finally, it's all a go.

As we approach our first day of filming, Louis takes me aside and says, "This is all on you, now. You set the bar." His eyes are smiling, but I've turned to jell-o. How will I pull this one off? I search for the answer, but I realize I'm asking the wrong question. A new one springs to mind: "What would Peggy do?"

She'd feel the fear and do it anyway. She would go in, guns blazing. She'd look out for her fellow man and woman. She'd be a team player. It was all there in the script. The raucous, riotous nerds of the writers room (hahahaha got you) had already birthed Peggy. They had their snacks, and their in-jokes, and their "ideas board," and they were led by Tara Butters and Michele Fazekas, the coolest gals of all. I was certainly not alone. No one would be on this set. We all had something to lose and a risk to take. We all wanted to make something we were proud of, that audiences would love—and we would have an absolute ball doing it.

And so, in late September, filming began.

And this is when the other actors arrived. Lyndsy Fonseca, Dominic Cooper,

James D'Arcy—A.K.A. Angie Martinelli, Howard Stark, and Edwin Jarvis. It was a love fest. James and I had known each other since 2005, Dominic and I since 2006. Lyndsy was new to the clan, but she was immediately one of us—poised, energetic, committed.

Here's the thing: Actors are social creatures—we thrive on interaction. We yearn for connection. In my experience, anyway. I remember having a break while they set up a shot and sitting outside the lot in wheely chairs with James. We rammed into each other and began improvising a scene between two made-up characters. We decided they were an elderly married couple from the North of England who had severe bowel problems and were cantankerous old ninnies. Eric Pearson—who wrote "Bridge and Tunnel"—filmed our interaction and chair-duel. It turned out that my interactions with James created a chemistry on set that the writers took note of. Before long, our everyday banter found its way onto the pages of the script.

Five months passed quickly. Long hours rolled by, birthdays were missed, and children were conceived. The scenes completed, the feet sore, the eyes tired. But boy, did we have a hoot making this. In and of itself, it was a blast. What I wasn't ready for was the impact.

Which takes me to now: typing this introduction on a plane home from the Middle East where I attended a vibrant comic convention and met enthusiastic fans. One of many beautiful young girls in traditional hijab came up to me to have her photo signed. Her green eyes glistened as she looked at me directly and asked, "Can you put 'Women can be heroes, too?'" I met everyday heroines on this trip—ladies with a glow and a sparkle, a determination and a strength in the face of adversity.

We did have tremendous fun in the making of *Agent Carter*, but the positive effect—particularly on young women—is what I hold closest to my heart. I met a girl named Nada at the convention. She said, "Most people think my name means 'Nothing,' but in fact it means 'dewdrop' and 'honesty' in my culture." Whatever happens in the future for Peggy, and the show, Season One and its small impact on young girls are a drop of positivity in our world. Peggy is an honest girl following her own moral compass in the face of adversity. She makes us strive to be better than we want to be. Thank you, Marvel, for letting me step into her high heels, apply her lipstick, and fight the good fight. For all you little Peggys out there, you are not alone. Go forth and kick ass.

Love,



TOP SECRET





CHAPTER ONE

**MY NAME
IS AGENT**



Peggy Carter, as seen in *Marvel's Agents of S.H.I.E.L.D.*'s "The Things We Bury."

"I know a little of what that's like.
To have every door shut in your face."

—PEGGY CARTER, *MARVEL'S CAPTAIN AMERICA: THE FIRST AVENGER*



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CO-PRESIDENT,
MARVEL STUDIOS
LOUIS D'ESPOSITO

From the moment Agent Peggy Carter marches across the screen and punches a man to the ground in *Marvel's Captain America: The First Avenger*, it's apparent she's no average super-hero love interest.

Played by Hayley Atwell, Peggy is Steve Rogers' comrade-in-arms and confidante—the one who empowers him to become Captain America. In *The First Avenger*, Peggy shows viewers the meaning of true love—and that it sometimes involves commandeering a plane to drop your man behind enemy lines so he can save his best friend. At least, it does in the Marvel Universe.

But Peggy's role doesn't end when Steve's plane goes down in *The First Avenger*. From her own *Marvel One-Shot*—part of a series of short films produced by Marvel Studios featuring self-contained stories expanding on the Marvel Cinematic Universe—to her guest appearances on *Marvel's Agents of S.H.I.E.L.D.*, to her heartbreaking scene in *Marvel's Captain America: The Winter Soldier*, fans just can't seem to get enough of Peggy.

And then Marvel Studios made history. In May 2014, ABC announced a new series to focus on Peggy's role at the SSR (Strategic Scientific Reserve) one year after the events of *The First Avenger*. *Marvel's Agent Carter* became the first female-led property from Marvel Studios when it premiered January 6, 2015, during the mid-season break of *Marvel's Agents of S.H.I.E.L.D.*

Through Peggy's eyes, we witness Marvel's 1946. America is still adjusting to having and losing its first super hero. Men and women are recovering from World War II, each of them broken in some way and fighting to put the pieces back together. But Peggy's world is also one of burgeoning technology, swinging music, and gorgeous fashion.

Marvel's Agent Carter isn't just about Peggy kicking butt and taking names. It's about relationships—friendship, trust, and loyalty. And Peggy isn't just a strong female protagonist. She's a well-rounded hero and role model, with her own flaws and trials.

At the end of *The First Avenger*, Peggy has lost the love of her life. Steve Rogers is believed dead, frozen in ice in the Atlantic Ocean. In *Marvel's Agent Carter*, Peggy is holding her life together by threads. Her work in the SSR, the secret government organization that will eventually evolve into S.H.I.E.L.D., is all about filing papers and maneuvering around the male coworkers who can't see past the red lipstick. You don't have to be a woman to relate to the



Clockwise From left:
Daniel Sousa (Enver Gjokaj),
Jack Thompson (Chad Michael Murray),
Roger Dooley (Shea Whigham),
and Peggy Carter (Hayley Atwell).

CHAPTER ONE

feeling of being marginalized, of trying to prove your worth to those around you. We've all worn those heels.

But what was so special about Peggy Carter that Marvel crafted not just the story of a supporting comic-book character, but an action-packed period piece for modern network television?

"In many ways, Agent Carter is the linchpin in the early workings of the Marvel Cinematic Universe," explains Jeph Loeb, head of Marvel Television. "She is the character that was integral to Steve becoming Captain America and the character that we know would go on to become one of the co-founders of S.H.I.E.L.D., which is very important to those of us in the television side. In many ways, it was equally important for us to have an opportunity to tell the story of a strong, funny, powerful woman in the Marvel Universe who was being challenged in a way that, while it was taking place in 1946, is something people can relate to in present day.



Forced apart by new assignments, Captain America and Peggy Carter reluctantly part, from *Tales of Suspense* (1959) #77—written by Stan Lee, penciled by Jack Kirby and John Romita Sr., inked by Frank Giacoia, and lettered by Sam Rosen.

"And that was our theme—being able to see exactly how strong and capable Peggy was, but because of the times and the biases, she was not allowed to be able to do the best job she could do. So being able to tell the story of the origins of S.H.I.E.L.D. with this incredibly strong, classic character was very exciting for us."

"The first love I ever lost."
—CAPTAIN AMERICA,
STEVE ROGERS: SUPER-SOLDIER #2



Cover to
*Captain America:
Peggy Carter, Agent
of S.H.I.E.L.D.*
(2014) #1 by
Siya Oum.

Who is Agent 13?

Created by Stan Lee and Jack Kirby in 1966, Margaret “Peggy” Carter first appeared in full in *Tales of Suspense* #77—though she’d been glimpsed in *Tales of Suspense* #75. Introduced in a flashback sequence as Agent 13, Peggy was an American who joined the French Resistance as a teenager and became a skilled gunman. She served several missions with Captain America, and their respect for each other’s military prowess turned into a strong mutual attraction. But in a tragic twist, Peggy was caught too close to a shell blast and developed amnesia. She moved back home to Virginia and settled down to live her life in relative peace, until again meeting Captain America and joining S.H.I.E.L.D. years later. Peggy’s World War II romance with Steve Rogers—and her name—went unrevealed until *Captain America* #161, but her bravery and fortitude were immediately obvious.

Peggy Carter is unique. This is no helpless reporter, model, or actress—she is a soldier who fights at Captain America’s side. That has never changed.

But her backstory has. Any comics reader knows that timelines are based on a sliding scale. When Captain America’s continuity required updates, Peggy’s life and adventures were adjusted to fit. It takes Peggy longer to reunite with Captain America in the current version, and when she does, it’s



The life and death of Lieutenant Cynthia Glass, from *Adventures of Captain America* (1991) #2 and #4—written by Fabian Nicieza; penciled by Kevin Maguire (#2), and Steven Carr and Kevin J. West (#4); inked by Terry Austin; colored by Paul Mounts; and lettered by Richard Starkings.

as the aunt of Sharon Carter, Cap’s modern love interest—previously known as Peggy’s younger sister.

There are a few key differences between the comic-book Peggy and the Marvel Cinematic Universe Peggy—her hair color, her amnesia after the war, and her level of involvement with pre-Captain America Steve Rogers, the 98-pound weakling considered unfit for duty. The Peggy Carter of the Marvel Cinematic Universe is much closer to a combination of two wartime love interests from the comics: Peggy Carter and Lieutenant Cynthia Glass.

Glass, A.K.A. Agent X, is the brown-haired confidante and love interest of Rogers when he is a candidate for the Super-Soldier program. She’s with Steve when Dr. Abraham Erskine is murdered as part of Operation Rebirth—Project Rebirth in the Marvel Cinematic Universe. Cynthia convinces Captain America to let her accompany him on his first adventure in 1991’s *Adventures of Captain America*.

The lieutenant certainly isn’t lacking in bravery—but honesty is a bigger problem. Cynthia is a double agent for the Nazis, and she betrays Cap to the Red Skull. But in a sudden change of heart, she redeems herself with the ultimate sacrifice: She takes a bullet meant for Captain America.

NAME	FIRST COMIC APPEARANCE
PEGGY CARTER	TALES OF SUSPENSE #75, 1966
HOWARD STARK	IRON MAN #28, 1970
JARVIS	TALES OF SUSPENSE #59, 1964
DR. FENNHOF	CAPTAIN AMERICA #107, 1968
LEET BRANNIS	ALL WINNERS #4, 1942
JEROME ZANDOW	CAPTAIN AMERICA COMICS #5, 1941
TIMOTHY “DUM DUM” DUGAN	SGT. FURY AND HIS HOWLING COMMANDOS #1, 1963
JONATHAN “JUNIOR” JUNIPER	SGT. FURY AND HIS HOWLING COMMANDOS #1, 1963
PERCIVAL “PINKY” PINKERTON	SGT. FURY AND HIS HOWLING COMMANDOS #8, 1964
SAMUEL “HAPPY SAM” SAWYER	SGT. FURY AND HIS HOWLING COMMANDOS #1, 1963
ERNST MUELLER	SGT. FURY AND HIS HOWLING COMMANDOS #14, 1965
ANTON VANKO	TALES OF SUSPENSE #46, 1963



“You have no idea how to talk to a woman, do you?”

—PEGGY CARTER, MARVEL'S CAPTAIN AMERICA: THE FIRST AVENGER

Peggy Carter, as seen in the Marvel's Agents of S.H.I.E.L.D. episode “Shadows.”

Sassy, intelligent, and ultimately compassionate—echoes of Cynthia Glass permeate *Captain America: The First Avenger*'s Peggy Carter.

Agent Carter in the MCU

Peggy Carter's been a fan favorite from the beginning. It isn't just Atwell's gorgeous, pin-up looks—it's the fact that Peggy is a competent, capable, and delightfully fierce warrior. Peggy won't dangle over shark tanks waiting for



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TARA BUTTERS

Captain America to rescue her—she'll shoot those sharks between the eyes, rescue herself, and then stop for tea in Brussels before heading home. And she'll do it all without chipping a nail.

“I was living off Hollywood Boulevard and would share my local Coffee Bean with street performers, and I would kind of look and wonder where my life would take me,” Hayley Atwell reminisces. “I remember writing a list of things I wanted to accomplish in my life, and one of them

was to enjoy playing a character in a high-profile world that audiences could learn to love and enjoy—I remember writing that very vividly. That was around the time that I got the audition for Peggy Carter, and it dropped in my lap out of the sky: to get outright the most marvelous responsibility and absolute joy to play someone who didn't have to use her sexuality. There wasn't any gratuitous sex or violence in it. It had a strong message, it was fun to do, and it would give me tremendous pleasure in the doing of it and the watching of it.”

Atwell breathes life into the role, often communicating a range of emotions with a flicker of her eyelids or a quirk of her lips. “There's a natural warmth to her, which is very appealing,” Atwell explains. “She's not hard, and she's not cold, and

she's got a good heart.” Atwell and her on-screen alter ego have a lot in common, including confidence—though Atwell thinks Peggy is a little braver than she is when the time comes to do the right thing.

“Peggy reveals who she is in moments of adversity as being quite brave and courageous. It takes courage to carry on in service to your dreams when you feel like everything else is saying that you can't,” Atwell says.

It's not a leap to suggest that *Captain America: The First Avenger* gave us our first Marvel Cinematic Universe super heroine. Peggy might not have been empowered by the Super-Soldier serum, but she makes up for it with precise marksmanship, a mean right cross, snappy one-liners, and on-the-spot improvisational skills.

We first meet Peggy as Steve waits in the lineup with the other candidates for Project Rebirth. One very foolish recruit decides to get a little rude with Peggy—so she decks him. Scientific study confirms that this is the exact moment 50 percent of people in movie theaters lost their hearts to Peggy Carter.*

Cool, confident, and delightfully British, Peggy already has the makings of the super-spy action hero we see in *Marvel's Agent Carter*.

Through Peggy's eyes, we witness Steve's compassion, bravery, and potential—exhibited best in the training sequence during which Steve dives onto a grenade to shield his fellow soldiers from the blast. (It turns out to be a dummy. He passed the test.) When Dr. Erskine eventually chooses him for Project Rebirth—and frail, weak Steve is transformed into a peak-human super-soldier—careful viewers can see Peggy's affection for the future Captain America beneath her stern demeanor.

That hidden warmth doesn't affect her efficiency. When Erskine is murdered by Hydra agent Heinz Kruger, Peggy is the first to pursue the assassin, killing the getaway driver with calm precision. While the men around her are busy panicking, Peggy goes to work—and she might have stopped Kruger herself if Captain America hadn't interfered with her shot. Thanks, Cap.

While Steve goes on his world tour to sell war bonds, Peggy heads to the front lines. They reunite when Steve's tour takes him to the front, where Peggy gives him the kick in the pants he needs to choose his own destiny.

It's easy to see that Peggy is Steve's inspiration. Without Peggy to motivate him—and to convince SSR scientist Howard Stark (Dominic Cooper) to fly a secret mission to drop him behind enemy lines—Steve would not have been able to rescue his best friend, Bucky Barnes. It isn't a desire to protect Peggy that inspires Steve to join the fight—it's her loyalty and fearlessness.

In turn, Steve's apparent sacrifice to protect America inspires Peggy to ensure that his death was not in vain—and that his legacy for doing good in the world lives on in her actions.

Marvel's Agent Carter creators and executive producers Christopher Markus and Stephen McFeely, screenwriters of *Captain America: The First Avenger* and *Captain America: The Winter Soldier*, tried to write Peggy Carter's scenes in *The First Avenger* as if it were her movie. It's a tactic they've used often.

"In a way, because a large portion of her role in the first movie is with skinny, pre-Project Rebirth Steve, she has to be kind of an inspirational figure to him. Not just 'a gal who bucks him up,' but she is someone who has succeeded in a way that he would like to succeed," Markus says. "And she's also the one

* There have been no scientific studies conducted on this matter.



Peggy is a sympathetic ally in Marvel's *Captain America: The First Avenger*.

who kicks him in the ass once he's been transformed and he's feeling sorry for himself when he's in the USO show. She's saying, 'You can't just sit around and expect people to hand you your opportunities—go take them!'"

Yet their status as soldiers and comrades cannot diminish the love story that wraps around Peggy and Steve.

Peggy starts falling for Steve from the second he leaps onto that grenade, and she realizes he's willing to sacrifice his life for others. Her feelings only grow stronger as she witnesses his kindness and bravery—although those feelings are tested when she catches him kissing Private Lorraine (Natalie Dormer). In a charming display of temper, Peggy gets her revenge by shooting at Steve point blank to test the Vibranium shield given to him by Howard Stark. Ultimately, of course, she forgives the errant Captain, and they share their first kiss in a speeding car as Cap prepares to leap onto a moving airplane. It's a scene made all the more heartbreaking by Cap's apparent death as he's forced to crash-land the plane.

As the aircraft plummets toward the icy waters of the Atlantic, Peggy and Steve share a final conversation about the dance they'll never have. The scene is a moment of tear-jerking poignancy that would continue to haunt Peggy in *Marvel's Agent Carter*.



Peggy Carter
Nº 1

MY NAME IS AGENT



Concept art by Darrell Wagner and costume design by Anna B. Sheppard, from Marvel's *Captain America: The First Avenger*.



Peggy Carter hunts down the Zodiac serum in *Marvel One-Shot: Agent Carter*.

Connect the Dots

In Marvel's *Captain America: The Winter Soldier*, Steve seeks out the now 96-year-old Peggy because he is again questioning his place—this time, his role within S.H.I.E.L.D. Peggy is still the one to whom he instinctively turns for advice, approval, and the courage to do the right thing. She's the love he'll always remember—even if Alzheimer's has claimed her ability to remember him.

The Winter Soldier also reveals that Peggy eventually married someone Steve rescued in World War II and had two children. Someone we might possibly meet in *Marvel's Agent Carter*?

Moving backwards in time again, Peggy appeared in the Season Two premiere of *Marvel's Agents of S.H.I.E.L.D.* In "Shadows," Peggy is reunited with Dum-Dum Dugan and Jim Morita as she leads the Howling Commandos in an attack on the last known Hydra base following the Red Skull's death. Peggy and the Howlers confiscate all the strange weapons and technology they find, including the Obelisk—an item that would prove pivotal in *Marvel's Agents*

of *S.H.I.E.L.D.* They also arrest Dr. Daniel Whitehall, one of Hydra's primary researchers, and Peggy returns in "The Things We Bury" to interrogate the terrorist. These two episodes serve to strengthen the tie between Peggy Carter and S.H.I.E.L.D., the organization she will one day help found.

One of the biggest delights for fans is Marvel's ability to tie together the worlds of its various properties. Before *Marvel's The Avengers*, Agent Phil Coulson appeared in *Iron Man*, *Iron Man 2*, and *Thor*, demonstrating clearly that these movies were taking place in the same universe and were part of a larger story. Like Coulson, Peggy is a common thread connecting many storylines in the MCU, from World War II to the infiltration of S.H.I.E.L.D. by Hydra.

But it was the reaction to *Marvel One-Shot: Agent Carter* that really convinced Marvel and the world that Peggy needed her own show.

It's a Secret Agent Man's World

"Our researchers told us that our fans really liked original content, so we wanted to give them that," Executive Producer and Marvel Studios Co-President Louis D'Esposito says.

Marvel One-Shot: Agent Carter was the fourth entry in the series and appeared on the *Iron Man 3* Blu-ray in 2013. The short focuses on Peggy's life in the SSR one year after the supposed death of Captain America.

In the One-Shot, Peggy works for the SSR and is treated like a glorified secretary, only kept around because she is Captain America's old flame. One night, she decides to take on a dangerous mission herself without informing her supervisor, Agent Flynn. She takes down a warehouse full of bad guys and manages to stop the criminal Zodiac. The next day, Flynn is in the midst of reprimanding Peggy when he gets a call from Howard Stark, demanding Flynn tell Peggy she's being transferred to help run S.H.I.E.L.D.

D'Esposito, who directed the short, wanted to focus on Peggy because both Captain America and Bucky got to make their way into the modern timeline, but she had to stay in the past.

"So I said, 'Let's go back to her time.' And we had no agenda other than

"Even after he died, Steve was still changing my life."

—PEGGY CARTER, *MARVEL'S CAPTAIN AMERICA: THE WINTER SOLDIER*

making something our fans would enjoy,” D’Esposito says. “I adore Hayley. She’s a great actress—talented, smart, articulate, and 100 percent committed. And I thought we had a lot of potential story to tell. I mean, if this story didn’t get told, maybe Iron Man wouldn’t have happened.”

For *Marvel’s Agent Carter* Executive Producer Chris Dingess, the show’s focus on the human, rather than the superhuman, provided exciting opportunities. “I kinda loved that Peggy didn’t have powers,” he says. “It makes you be a little more creative, just like how Peggy is when she gets into a fight. She’s looking for stuff around the room to use—you kind of have to do that as a writer. And you approach it from an Indiana Jones kind of perspective, where he’s not a super hero—but he is a regular human being who’s able to push himself to his mental and physical limits.”

Marvel One-Shot: Agent Carter set many of the components in place for *Marvel’s Agent Carter*. It captured the fun and intrigue of old spy movies and added the action of modern Marvel super-hero features. The music, the sets, the tone—everything about the short left fans wanting more.

It also shares quite a few crew members with *Marvel’s Agent Carter*: Director of Photography Gabriel Beristain, Stunt Coordinator Casey O’Neill, Composer Christopher Lennertz, and Casting Director Sarah Halley Finn. *Marvel’s Agent Carter* Visual Effects Supervisor Sheena Duggal created the title sequence for *Marvel One-Shot: Agent Carter*.

Beristain—who also has worked on *Guardians of the Galaxy*, *Thor: The Dark World*, *Iron Man*, *Iron Man 2*, *Iron Man 3*, and *Marvel’s The Avengers*—was excited to bring something fun and different to the One-Shot.

“Louis asked me to find a way to make the film look as period as possible,” Beristain explains. “So Louis and I experimented with lenses, and I brought in the vintage lenses that people haven’t used since the ’60s. I used the Super Baltar lenses, but people don’t use them anymore because they don’t produce them anymore.”

Super Baltars generally have low contrast, which creates what modern viewers recognize as a vintage look, but D’Esposito wanted to be sure the short still felt contemporary.

“For the One-Shot, even though it is in the 1940s, and everything is usually a little sepia in the past, I said, ‘I think we have to try to modernize it—let’s choose cool blue.’ And it really worked. It was a great, fresh look for the 1940s,” D’Esposito says.

A few *Captain America: The First Avenger* actors reprised their big-screen roles in the short: Hayley Atwell, Dominic Cooper, and Neal McDonough returned as Peggy Carter, Howard Stark, and Dum Dum

Dugan, respectively. Bradley Whitford played John Flynn, Peggy’s boss at the SSR.

Marvel One-Shot: Agent Carter demonstrated the potential for incredible stories that don’t revolve around the super heroes we’re used to—and there are hundreds of stories still to be told in the Marvel Cinematic Universe.

The Woman Behind the Agent

There’s absolutely no denying that Hayley Atwell breathes life into Peggy Carter.

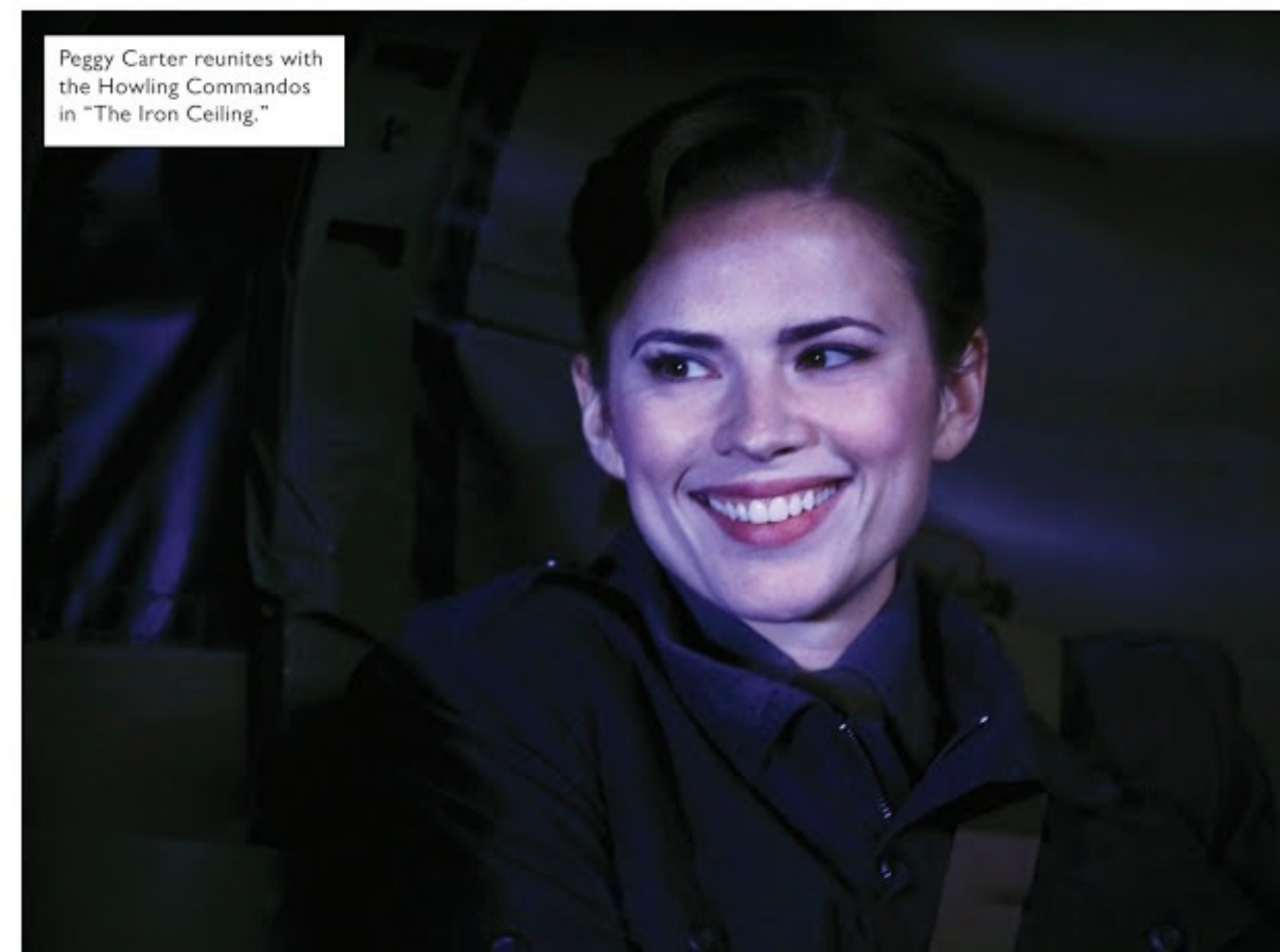
“Hayley Atwell’s ridiculously talented. If we’d had someone else who was ‘fine’ but not ‘amazing,’ I don’t think we’d be here,” Stephen McFeely states without hesitation.

Hayley Atwell’s involvement was key, according to Jeph Loeb. “There was no Agent Carter without Hayley Atwell,” he says.

D’Esposito—who called Atwell with the pitch for the One-Shot—echoes the praise: “I’m 100 percent a Hayley fan.”

“It was about a year and a half ago,” Atwell recalls, “when Louis D’Esposito called me up and said, ‘Would you like to do a twelve-minute One-Shot? It would involve about five days of filming.’ And I jumped at the chance because I loved working with Louis, and I loved the character and the time period.

“I came to L.A., we shot that, and it was taken to Comic-Con. And you could tell by the audience’s reaction that they loved Peggy, and they loved the world of it, and they were fanning like crazy and geeking out,” Atwell continues. “And it was in the car on the way to dinner that he said, ‘You know, if this



Peggy Carter reunites with the Howling Commandos in “The Iron Ceiling.”



Peggy Carter carries out her own missions while playing secretary at the SSR in "Now Is Not the End."

goes well, how would you feel about going to series?' And it was the first time I heard of it, and I was just kind of shocked and surprised. I'd never done television in the U.S. before, but I jumped at the chance to work with Marvel again. So I said, 'Absolutely.'

"I heard minutes before the news was actually released that I'd gotten the job. So I didn't have a big secret to hold on to—I heard just about the same time as the fans did. And I was just absolutely delighted. I went back to London, and I was emailing with Louis, collaborating with him and some of the writers about some of the things I wanted the whole series to do and what I felt like we'd missed from having seen Peggy do before, and that's kind of how we started."

That discussion would lead to a fully fleshed-out heroine in *Marvel's Agent Carter*. Audiences had seen Peggy as a leader and as a champion, but they had yet to see the flaws that make her character human and compelling.

Now it was time to tell her story.

Mission Briefing

The concept for *Marvel's Agent Carter* came to Christopher Markus and Stephen McFeely while they were walking around a mall, killing time between two meetings.

"They said, 'How about a Peggy Carter show?'" Markus recalls. He and McFeely quickly focused on Steve Rogers' blood as the series' McGuffin. The idea had precedence—in *Captain America: The First Avenger*, Peggy supervises Steve's blood draw the day after his transformation.

"The search to replicate the Super-Soldier serum is this big thing throughout the Marvel Universe, so we thought, 'Well, that's sitting right there. That's the perfect story if she's trying to get over Steve,'" Markus says.

"It may even have been in the mall where we said, 'If she were to get it and pour it out at the end of the season, it would be the physical manifestation of her getting over Steve Rogers and moving on in life,'" McFeely adds. "Basically we've always been driving at the last scene."

Starting with Hayley Atwell, and continuing with Markus and McFeely, the pieces of *Marvel's Agent Carter* were beginning to fall into place.

"We had Hayley Atwell—who, all of us agreed, felt like this gigantic movie star—giving us a gift in working television," Jeph Loeb says. "So it was an opportunity to work with an extraordinary actor, there was a script, and we had a history that was rich in terms of who she was and what she accomplished. And we had our theme, which was very relatable and very true to Marvel."

Assembling the Marvel Dream Team

Once McFeely and Markus had pitched their take, it was time to find a showrunner who would be responsible for the series' day-to-day operation.

"My job is to put all the pieces together so that we can have the opportunity to

tell stories that the network gets very excited about,” Jeph Loeb says. “At Marvel, we’re seeking out the best players and the greatest storytellers, and in this case it was Markus and McFeely who had written *Captain America: The First Avenger* and *Captain America: The Winter Soldier*. And we were interested in working with Hayley again. And it was a great opportunity with Marvel Television and Marvel Studios working hand-in-hand with ABC Studios to create something very polished. From there I got asked to make sure we had the best showrunners available.”

They found three: executive producers Tara Butters, Michele Fazekas, and Chris Dingess.

“We were big fans of Tara and Michele on shows they did previously—*Reaper*, in particular,” Loeb explains. “ABC Studios had an excellent experience with them on *Resurrection*. They’re smart, they’re funny, they’re quick, they understand how to do things in the time limitations and budgets they have. And they were Marvel fans.”

With two strong female voices heading up Marvel’s first female-headlined project and Dingess to help manage the writers’ room, *Marvel’s Agent Carter* was primed for success.

“There’re moments when you’re just kind of like, ‘Oh my gosh, I’m writing for Marvel. I’m there,’” Dingess says. “There was that moment when I was looking at Dum Dum’s hat in wardrobe, and I was like, ‘Oh my god, I want to try that on, but I don’t want to completely nerd out,’ and so Chris Markus immediately grabbed it. Working with Marvel was phenomenal.”

Fazekas and Butters were thrilled about collaborating on a Marvel project, but there was just one problem: They were already working on another show.

“We are at ABC Studios, and we were finishing up the first season of *Resurrection*, and Patrick Moran at the studio asked us if we’d be interested in working with a Marvel project. And we said ‘absolutely,’” Butters recalls.

“We almost said ‘absolutely’ before we even knew what the project was—we were like, ‘Yes! We’ll do that!’” Fazekas laughs.

Butters continues, “So we met with Jeph Loeb, and he showed us the short, and we were immediately taken. Obviously we’d seen *Captain America* before, and we knew who Peggy Carter was—”

“We were big geeks,” Fazekas interrupts. “We met as assistants at *The X-Files*, so we were already sort of in that pocket.”

Running two shows meant some juggling would be involved.

“Originally, we thought we would be able to do *Resurrection*, roll into *Agent Carter*, then go back into *Resurrection*—but then timing sort of changed. We ended up getting *Resurrection* picked up again before *Agent Carter* started. So there was a period of time where we thought we weren’t going to be involved with the project,” Butters says.

But then ABC asked Fazekas and Butters whether they’d like to do both shows.

“It was something we’d never done before, and I think *Agent Carter* is one of the few projects that we would have seriously considered because we were so interested in it,” Fazekas explains.

With that issue happily settled, it was time to break down the story and create the framework for the season.

“We knew that by the midpoint, they’re going to go to Russia, and this guy is going to convince them to bring him back—we’ll think he’s innocent, but she’ll be bringing him into the belly of the beast, and that will get Dooley killed,” McFeely explains.

“We always knew Howard would be arrested. We knew the blood would be a turning point,” Markus elaborates.

But what the show really needed was a villain worthy of Peggy Carter. This nemesis would have to be compelling, intelligent, and cunning to pose a challenge to our heroine.

“Marvel gave us Fennhoff. They said, ‘Listen, you need a bad guy, here’s a good bad guy,’” McFeely laughs.



Peggy Carter goes into battle with the Howling Commandos in “The Iron Ceiling.”

CHAPTER ONE



© Marvel/ABC Studios

2014 San Diego Comic-Con giveaway poster.

Marketing a Heroine

Peggy is universally loved and relatable, and therefore eminently marketable. She doesn't need super-powers to take down criminals—she has her own special set of skills.

Now, all that was left to do was kick down the door.

“For us, there was never a doubt that kicking this off at San Diego Comic-Con was really important from a fan standpoint,” says Jenny Whitlock, Vice President of Television Marketing at Marvel Studios. “Immediately we knew we had something with Hayley because people were in love with her already. There were actually some girls who came dressed in the period SSR suit.”

At the *Marvel's Agent Carter* panel, moderated by Jeph Loeb, Marvel showed a short trailer narrated by Atwell to start the hype. Atwell, the creators, and the showrunners were the stars of the panel.

After San Diego Comic-Con, promotion kicked into high gear. Walt Disney Imagineering approached Marvel with an idea for wrapping its park buses in *Agent Carter* skins.

For *Marvel's The Avengers*, Walt Disney Imagineering and Marvel created a first-of-its-kind wrap for one of the Walt Disney World Resort monorails; they wrapped the monorail again for *Iron Man 3*.

“We worked very closely with them on the studio side to come up with art that was not just a moving billboard—it was actually a concept that related to the idea of what the train was and being a mode of transportation—to have that fun ‘surprise and delight’ moment for the guests at the resort,” Whitlock explains. “We’re very fortunate that the team at WDI are such fans, as well.”

ABC and Marvel worked with Walt Disney Imagineering to wrap five buses to resemble motor coaches from the 1940s.

The buses weren't the only promotion for *Marvel's Agent Carter* at Disney theme parks.

“With the phenomenal synergy opportunities we have being part of the Walt Disney Company, and knowing that we wanted to get a wide variety of ages into our show and different audiences, the theme parks were a great place,” Whitlock says.



“It was also partly that we always wanted to do this post-war theme, where all the goodies left over from the war are in play—whether it’s inventions or people who learn dangerous skills,” Markus says. “And he seemed like the right guy to put into that formula. So we gave him a particular experience during the war that gives him a motive.”

With these bare bones in mind and a villain chosen, it was time to make *Marvel's Agent Carter* a reality. But how to market a show set in 1946 about a heroine who doesn't have the ability to fly like Thor or smash through walls like the Hulk—a character who has only her wits and her spy kit?

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Marvel, ABC, and Disney worked together to create SSR pins and *Marvel's Agent Carter* posters to be distributed at the Walt Disney World Resort and Disneyland Resort.

Other Disney promotions included a special greeting with Atwell at Disneyland during the Disney Parks Christmas Day Celebration and Parade; an on-set featurette with DJ Morgan for Radio Disney; and holiday posts with Disney.com, Disney Style, and the Official Disney Fan Club (D23).



Social media also played an important role in the promotion of *Marvel's Agent Carter*.

"We already knew that anticipation was high because of Hayley's success in *Captain America: The First Avenger* and the *Marvel One-Shot*," Transmedia Producer Geoffrey Colo says. "But it was San Diego Comic-Con, and its fan frenzy, that really put us on the map socially. From that moment on, we worked hard to keep the momentum going."

The show performed especially well on Twitter, where it trended both nationally and globally.

"The part that impressed me the most was the level of Twitter activity post-broadcast," Colo says. "We would see trends as late as 2:30 a.m. because fans just couldn't stop talking about the episode."

The social-media campaign for *Marvel's Agent Carter* included both official content from Marvel and ABC, as well as fun, on-set hijinks from the cast and a live-tweet for every episode.

"Proper Lady Tips" were short, fifteen-second videos highlighting the 1940s in a humorous light. Each vignette features an era-appropriate etiquette tip paired with a clip of Peggy Carter stomping all over said tip. In one video, a prim voice intones, "A proper lady never hails her own cab." The shot cuts to the scene in the series' second episode during which Peggy leaps onto the hood of Jarvis's car as they speed away from the Roxxon Chemical Plant. Another video pairs a lesson on office etiquette with the infamous stapler fight from the pilot.

"It set up the attitude. This is the confidence that she has, and she's resourceful and industrious," Whitlock says.



Atwell also used social media heavily in her personal promotion of *Marvel's Agent Carter*, sharing fan art, pictures from the set, and amusing anecdotes. Her “Conked Out Carter” series—made with Colo’s help—features photos of Atwell sleeping all over the set.

“‘Conked Out Carter’ was a spur-of-the-moment social campaign that Hayley and I cooked up one day,” Colo explains. “We were relaxing on set, looking for something amusing to do for the fans, when Hayley suddenly and very melodramatically collapsed onto a table, as if overcome with exhaustion. That image was the first of what would become a running gag.”

“The trick that I’ve developed—this is my super-hero power and my life skill—is that I can nap on demand. If I had twenty minutes, I would go take a power nap somewhere, which birthed the series ‘Conked Out Carter’ on Twitter. I was falling asleep anywhere I could. Everyone would say, ‘You must be so tired,’ and I would say, ‘Yes I am, I’m going to have a nap.’ ‘You keep your energy up!’ ‘Yes I will,’” Atwell laughs.

Colo’s favorite social initiative was a Valentine’s video in which Atwell and James D’Arcy (Jarvis) quote famous romantic movie lines to each other.

“We were shooting the finale episode in an airplane hangar, surrounded by some very cool vintage aircraft. The atmosphere reminded me of *Casablanca*. Armed with my iPhone, one of our writers, and a short five minutes in between takes, we threw together this little gem,” he says. “Hayley and James were spot-on in their deliveries, but you can see James breaking up at the end. He wasn’t expecting Hayley’s impromptu slap.”



Perhaps the most engaging social-media tactic was live tweeting. The cast and writers would gather and watch every episode together, tweeting their reactions using a hashtag.

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“Live tweeting has become a staple for many shows. Fans love knowing that you are watching, in real-time, along with them,” Colo explains. “We live tweeted our episodes together, which was a great collective experience, because many were seeing the episode for the very first time. One time Hayley couldn’t make it through Los Angeles traffic in time to reach us. So instead of breaking tradition, we FaceTimed her into the room so she could still watch along with us.

“Watching the evolution of an episode from script to screen is always rewarding, but the best part about working on *Agent Carter* was sharing that time with such a passionate cast and crew. We knew that we were creating something







unique, something we were proud to be a part of it. Experiences like that don't always happen, but when they do, you never forget them."

It wasn't all Twitter jokes and fan art. Atwell and the team were also featured on *Good Morning America* and *Jimmy Kimmel Live*.

For *Good Morning America*, host Cameron Mathison visited the set to highlight the show's style and look, and talk about the characters. He even got to try on one of the period suits, courtesy of Costume Designer Giovanna Ottobre-Melton, whose stunning period wear helped bring authenticity and flair to *Marvel's Agent Carter*.

On the night of the premiere, Atwell made an appearance on *Jimmy Kimmel Live* to talk about the show and her proclivity for accidentally hurting stuntmen.

Segments such as these helped underscore the notion that *Marvel's Agent Carter* wasn't only intended for self-professed geeks and Marvel fanatics. Peggy isn't just a super hero or Marvel franchise character. She's a woman working through discrimination to accomplish her life's mission: to fight the good fight.

"She isn't in it for the glory—this is just who she is as a woman, as a strong female character," Whitlock says. "I feel like that portrayal was such a big hook for us in getting all of the different audiences excited. It was great that the marketing campaign was all about her. She's the way into this for our audience. The introduction of other characters, and the world of the SSR and beyond, was always through her eyes and through the lens of her. This was her story, and that's what was really important to us."

Showtime!

Marvel's Agent Carter premiered Tuesday, January 6, 2015, with back-to-back episodes. The two-hour premiere averaged 6.9 million total viewers and a 1.9 demo rating—ABC's best rating in the two-hour time slot since November 2013.

"The reviews have been wonderful, and the fan reaction has been fantastic. The reaction to Hayley and the cast has been great," Louis D'Esposito says.

Atwell was also pleased with the reception. "I'm over the moon because I love the show, and I think if the majority of people didn't I would think the world was mad, and I wouldn't be able to trust them," she laughs.

Marvel's Agent Carter stands out not just because of the time period in which it's set, but also due to its unique take on the world and the unerring goodness of its main character in a sea of antiheroes—not to mention the hard work and long hours put in by the cast and crew.

ACTION!

“Not bad, for a girl.”

—DR. IVCHENKO, MARVEL'S AGENT CARTER
“THE IRON CEILING”



TOP SECRET





CHAPTER TWO

FROM SCRIPT TO SCREEN



“The world has changed. None of us can go back. All we can do is our best. And sometimes the best that we can do is to start over.”

—PEGGY CARTER, *MARVEL'S CAPTAIN AMERICA: THE WINTER SOLDIER*

Peggy Carter's journey starts in the writers' room as a group of creative geniuses begin to tie together the disparate pieces of the show.

The executive producers—Tara Butters, Michele Fazekas, Christopher Markus, Stephen McFeely, Chris Dingess, Andi Bushell, and Jose Molina—joined writers Brant Englestein, Lindsey Allen, and Eric Pearson to form the team.

“We sat in the room and kicked around a million ideas, some of which were useful and some of which weren't,” Pearson laughs. Ultimately, the writers hashed out a timeline of rough events and tentpoles before splitting up the individual scripts.

Hayley Atwell also spoke with the team about her thoughts on the series.

“The two things I wanted to see were her vulnerability and her humor,” Atwell says. “We've seen her be capable, we've seen her fight with the guys, we've seen her be strong and witty, but I wanted to get to know who she was in her personal time and in her personal relationships—how she was with other women, for example—and also the psychological and emotional cost of losing Steve. The overall theme was to make her more well-rounded, more three-dimensional, more relatable. We know she looks fabulous in high heels and lipstick, but let's see her cry and look a bit distressed. I thought that would be much more interesting.”

McFeely agrees. “For as much as she pops in the two Captain America movies, she's very functional. There's a lot of plot in those movies, and not a lot of time to sit down and have coffee and find out what everyone is really like, so it's just this huge opportunity to change her simply by telling viewers more about her. We didn't have to change anything that was there—we just had to add a human being,” he says.

That meant challenging Peggy's cool, in-charge persona. “We wanted to occasionally put her on her back foot,” McFeely says.

“Well that's not actually occasionally,” Markus corrects, laughing. “For all eight episodes. That's a credit to Eric Pearson and Louis D'Esposito because the Marvel One-Shot smartly put her in a place where her entire environment was an obstacle, and that sort of made lightbulbs go off for everybody. We're like, ‘Wait a second—she's going to be tried and taxed every second of every day, given the time and place and job she has.’ As long as we keep doing that, I think we can keep finding great stories.”



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But the series also makes no secret of Peggy's inherent goodness. She is a hero, much like Captain America.

"There's so much antihero stuff and dark stuff happening on TV right now because of brilliant shows like *Breaking Bad* and *Game of Thrones*, where honorable people get beheaded, and the traditional Hollywood response is, 'Let's get a bunch of evil people on TV,'" Pearson says. "But we're writing someone who wants to be a hero—someone who wants to do good things—and a lot of people who want to be heroes. Even Agent Thompson, who's kind of a jerk, has good intentions."

Much of Steve and Peggy's drive to be a hero stems from their trials during World War II, an era that is arguably the only realistic base for such patriotic moralism. "Create 'Moral Center Guy' who wears an American flag in 2014, and it's just crazy," Markus quips.

War Breaks You

The aftereffects of World War II are discernible in every main character. Agent Daniel Sousa, known in the office as "the nice one," lost a leg in battle. A terrible mistake haunts Jack Thompson, the SSR's top agent. Peggy is scarred by Steve's apparent death. Even Dr. Fennhoff's motivation for revenge is rooted in the war: He blames Howard Stark for the invention of the poisonous gas that led to his brother's death.

Nor is SSR Chief Roger Dooley immune. For a man who seems at first to be eminently capable and in total control, it eventually becomes apparent that his home life has fallen to pieces. The war and his work have distanced him from his wife, and he is unable to heal the rift between them.

Each character in *Marvel's Agent Carter* keeps their pain at arm's length. Sousa, bitter about his injury and his coworkers' dismissal of his abilities because of it, is still a kindhearted and moral man—unlike Dr. Fennhoff. Dooley, while saddened by the dissolution of his marriage, maintains his integrity—unlike Thompson, who bends the truth when it suits his goals. And Peggy—who lost both the love of her life and her position of respect and authority—retains her humanity and compassion, while enemy agent Dottie Underwood becomes a stone-cold killer.

These nuances and contrasts add a sense of realism to the show, and that feeling of verisimilitude doesn't end with character development.

Keeping It Real

A massive amount of research went into ensuring the show's historical accuracy—from the sounds of certain cars' horns to more fantastical Marvel Universe elements such as Howard Stark's tech and *The Captain America Adventure Program*, the radio show featured heavily in "Bridge and Tunnel."

"Writing a world without cell phones and computers was great. In a weird way, it was a little bit freeing, just because people had to do real legwork," Chris Dingess explains. "A lot of what we see on TV with modern crime shows makes it seem too easy—like police work is too simple—when really that is a fantasy in and of itself. Our show was more based on people doing legwork, having to talk to people and shake trees to see what falls out."

Enver Gjokaj, who plays Agent Sousa, explored aspects of daily life in the 1940s to get a better sense of his character. "I went on the internet, researched 1946, read some books, talked to Louis D'Esposito, and tried to get a feel for what it was really like to actually be coming back from World War II, which is very different from our modern sensibility," he says.

Folks were also coming to grips with advances in technology, both large







and small. Gjokaj points to a phone-company ad explaining a groundbreaking new concept: the dial tone. “They’d just gotten off a system where you actually had to talk to an operator, and nobody understood why the phone was making that noise,” he says. “So they actually released this ad explaining to people: This is what a busy signal sounds like; this is what it means when it’s ringing. Stuff that we take for granted today was completely new, and small details like that really key you in as an actor to this being a real time.”

For Lyndsy Fonseca, who plays aspiring actress Angie Martinelli, her character’s wardrobe held a strong appeal. “In the Costume Department when we would do fittings, I was educated a lot about how and why they would be dressing that way,” she says. “They were very frugal after the war. There was very little material, and they would make everything by hand. Things were so delicate. The actual clothing I wore was vintage 1940s. I gained more respect for the clothing—it was a new thing for me.”

Even the men’s costumes were carefully researched, according to Chad Michael Murray, who plays Agent Thompson. “First and foremost, I learned that ties were shorter back in the ’40s due to the fact that they were at war, and they had to save material so they could send materials overseas,” he says. “I also learned that ’40s pants are far more comfortable. I like where they sit—nice and high. They were comfy to run in.”

Bridget Regan, who plays Dottie, already was well-versed in the time period.

“I actually know a lot about the 1940s because I used to be a very serious Lindy Hop dancer—swing dancing. I performed in high school, and I taught, and I knew quite a bit about that time period and New York because that’s where this dance originated,” she explains.

For viewers who aren’t history buffs, another aspect of the show’s realism might prove surprising: Peggy’s experiences, and those of the other female characters, are based on real stories of women after World War II.

Colleen O’Brien, Peggy’s roommate at the start of the show, works at a factory where many of her female coworkers are losing their jobs to men returning from war—even men who are less qualified. Peggy’s coworkers, such as Ray Krzeminski, suggest several times that Peggy’s position in the SSR is a boon of her status as Captain America’s girlfriend.

Marvel didn’t have to invent the notion of women facing discrimination in the 1940s workplace. By 1945, more than 2.2 million women were employed in what were considered war industries—building ships, aircraft, vehicles, and weaponry. Women worked at factories, munitions plants, and farms; drove trucks; provided logistical support for soldiers; and entered other professions that were previously the preserve of men.

During the World War II era, about 400,000 U.S. women served with the armed forces; by 1948, women had become a permanent part of the military.

Following the war, men expected to return to their normal lives—which meant there was no longer a place for women in the workforce. Though women had proven they could do “men’s work” with the same level of competence, American culture dictated that they shouldn’t have to—or even want to. Advertisements and popular culture were directed at convincing women to return home and have children to make up for the population lost during the war. Dissent was met with scorn—at best.

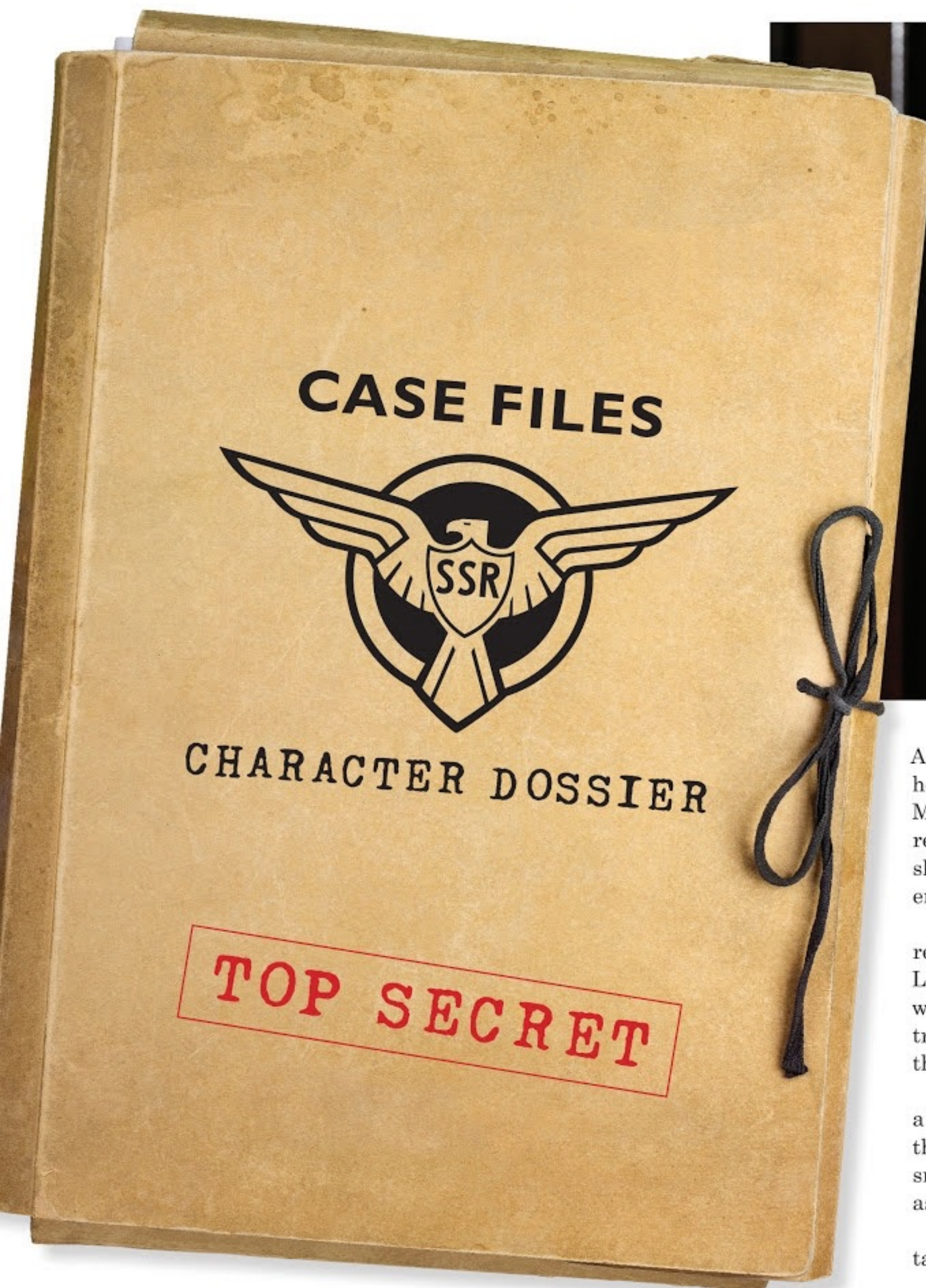
But marginalization wasn’t just a woman’s issue, as *Marvel’s Agent Carter* makes clear. Sousa faces a different, but perhaps equally frustrating, kind of discrimination. Ultimately, that’s what makes the show so compelling: The characters are more than their individual struggles.

“You know, there’s a difference between being an independent woman and a spinster.”

—COLLEEN O’BRIEN

“Is it the shoes?”

—PEGGY CARTER



As fascinating as Peggy is, you can't have a one-woman action show. When her roommate, Colleen O'Brien, is murdered, Peggy moves in with Angie Martinelli, an aspiring actress who works at the Automat where Peggy regularly dines. Peggy joins her at the Griffith, an all-women's home where she befriends other girls—one of whom is Dottie Underwood, an undercover enemy operative.

Dottie is a major player in Leviathan, the Russian terrorist organization responsible for stealing Howard Stark's most dangerous inventions. Leviathan intends to frame Howard for the disasters caused by his lost weapons. But Howard knows when he's in too deep. He enlists Peggy's help to track down the devices, offering up the services of his butler, Edwin Jarvis—the likely inspiration for Tony Stark's A.I. aide-de-camp in the Iron Man films.

Teaming up with Dottie to take down Peggy and Howard is Dr. Ivchenko, a seemingly mild-mannered psychologist rescued from Russia by Peggy and the Howling Commandos. Ivchenko, who uses hypnosis and manipulation to snare his victims, is eventually revealed to be Dr. Fennhoff, the villain known as Dr. Faustus in the comics.

The other agents of the SSR—and the show's myriad villains—fill out a talented cast that, together, has brought Peggy Carter's world to life.



HAYLEY ATWELL

PEGGY CARTER

As the titular character, Peggy Carter was the first role cast for the show. “We finally had an opportunity to put a female character front and center in a Marvel story, answering a desire from fans to see a female star,” says Sarah Finn, casting director for *Marvel’s Agent Carter* and many other Marvel properties.

When Atwell was cast in Marvel’s *Captain America: The First Avenger*, one of the first things she did to prepare was watch films from the 1930s and ’40s.

“I watched films with the greats in them—like Katherine Hepburn, Bette Davis, and Audrey Hepburn—just to get a sense of the elegance and how they held themselves physically,” Atwell says. “They walked with grace and with ease, and I had a sense that for women of the time, no matter what their background was, their appearance was so important—their hair was always pristine, their makeup was always pristine. So I watched these films just to get a sense of that.”

But Atwell didn’t just study makeup and movement. She had to be ready for action scenes, and Agent Peggy Carter needed to know how to handle a gun. Luckily, Atwell was a natural.

“I screen-tested, and I had a natural instinct for doing the fights and for doing the guns, so that didn’t seem to be much of a daunting challenge,” Atwell recalls.

It’s this apparent conflict—high fashion versus fierce strength—that Atwell believes makes Peggy Carter so fascinatingly complex.

“She can look a certain way but act completely differently. She looks elegant, but she’s kickass. She is seemingly incredibly strong and at the same time very fragile. She can at one time be a very sexy blonde bombshell, then next a bureaucratic government worker. I think those contradictions are always very interesting and relatable because I think we are naturally contradictory as human beings. Also there’s a natural warmth to her that is very appealing. She’s not hard, and she’s not cold, but she’s got a good heart, and she fulfills the archetype of what the hero or heroine is,” Atwell explains.

Peggy’s coworkers may not recognize her complexity, but Peggy only turns that disdain to her advantage. Sure, she’ll take notes and pour coffee while the other agents make plans—but all the while, she’ll gather the intel to do the job right.

“She’s in a male-dominated environment, and she knows how to operate in that environment without losing her femininity. She retains her dignity and her integrity, but she’s also not afraid to use her femininity against the men when it’s needed,” Atwell says.

But in moments of adversity, Peggy reveals her true self—a self that is brave, and courageous, and loyal.

"I know my value.
Anyone else's opinion
doesn't really matter."

—PEGGY CARTER





JAMES D'ARCY

EDWIN JARVIS

Edwin Jarvis is Howard Stark's butler and Peggy Carter's unwanted assistant in the quest to clear Howard's name.

James D'Arcy and Hayley Atwell have known each other for about ten years. In fact, D'Arcy knew about *Marvel's Agent Carter* before it was announced because he discussed it with Atwell when they ran into each other at a theater. He congratulated her, and then they didn't speak again for a few months.

"Completely out of the blue, I got this call saying, 'You've been offered this role in *Agent Carter*,' but they didn't tell me it was Jarvis initially. They had code names for everything," D'Arcy says.

"All of the Marvel properties are secretive. Actors can't read the scripts beforehand, so it was a bit of a leap of faith for him to understand who the character was," Sarah Halley Finn recalls.

As soon as D'Arcy did hear the name Jarvis, he recognized that the character must have some relation to J.A.R.V.I.S. from the Iron Man films. In fact, D'Arcy's character may be the inspiration for Tony Stark's A.I.

"They sent me the script, and it was wonderful. The pilot was fantastic, but I did not honestly know how to do it in a different way. There's been a lot of British butlers in the past, and I was hesitant because I wanted to make sure that if I did it, it would be something that was new and different," D'Arcy says. "I had an idea of how I could do it when I suddenly thought of Peter O'Toole. And I don't know why, because I'm sure I don't play it anything like Peter O'Toole would play it, but that was somehow enough of a way in for me to start the process of trying to work out it out. I felt more confident."

Another potential challenge was Jarvis's dry humor—this was D'Arcy's first role with comedic elements.

"On the page it was very, very funny, and I've been an actor for a while now, but I've never really done any comedy. So I was extremely nervous that I would not be able to do that justice. I didn't want to get involved with something and then feel like I was the person who was ruining Marvel," D'Arcy laughs. "I think that Marvel is amazing, and they have this incredible groove. They know how to get to a wider audience, and there's a great sense of fun in their projects."

Even after clearing those hurdles, one more complication stood in the way of D'Arcy accepting the role: He was already working on the British series *Broadchurch*, which was filming at the same time.

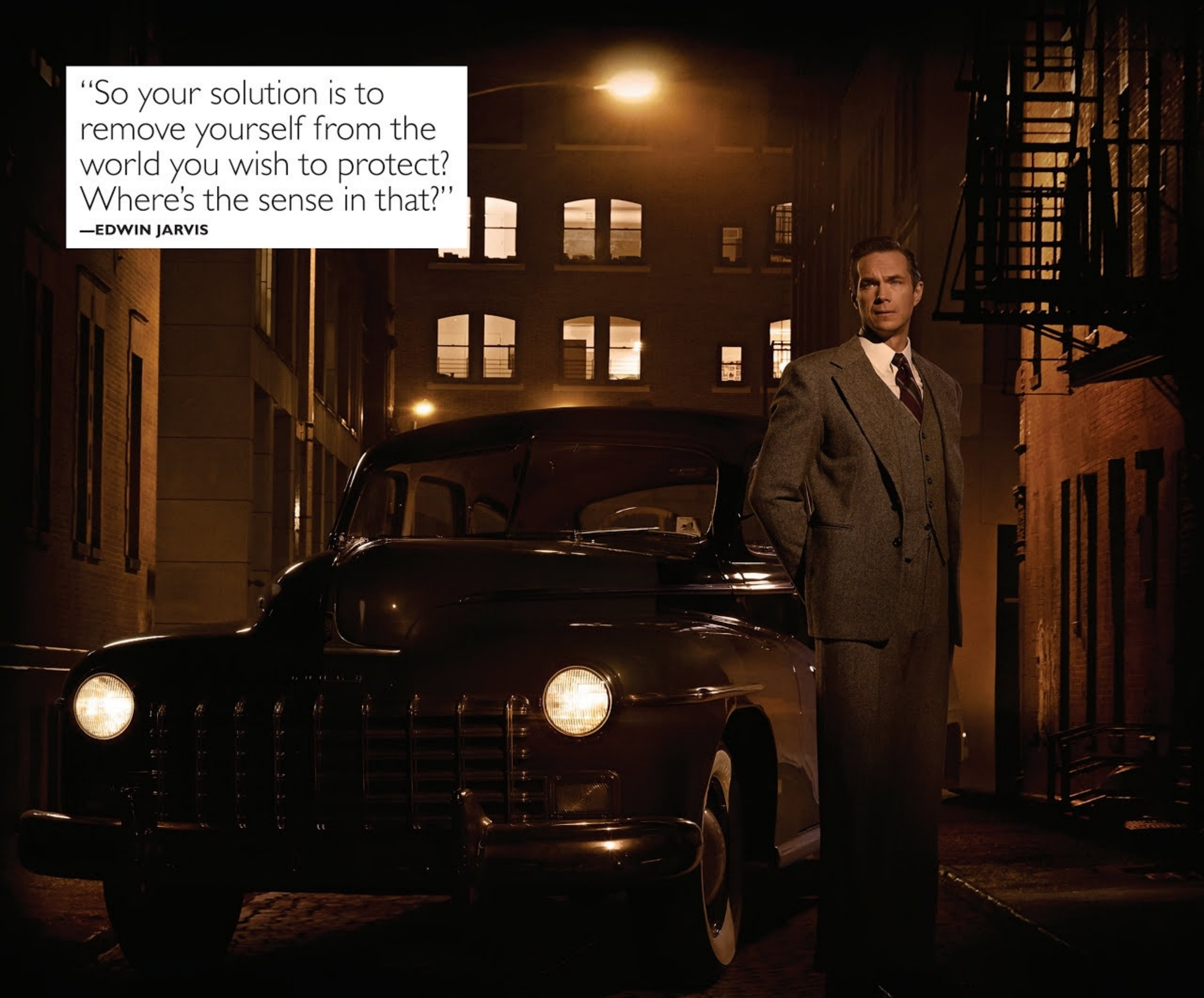
"And then somehow *Broadchurch* just amazingly managed to make it possible for me to get on a plane. It was incredible. I'm so thankful to them because it really seemed like it wouldn't happen at all, and somehow it did," D'Arcy says.

D'Arcy's last day filming on *Broadchurch* before heading to America ended at midday. By three in the afternoon, he was on a plane to Los Angeles.

"I went, 'Oh my god, I can't believe I've done it.' And suddenly I had this complete panic attack because I'd been so focused on finishing *Broadchurch*

“So your solution is to
remove yourself from the
world you wish to protect?
Where’s the sense in that?”

—EDWIN JARVIS





that I really hadn't done my due diligence even so far as learning the lines for the pilot. So the plane ride that I thought was going to be a relaxing time turned into this ten hours of actually learning the first couple of days of dialogue," D'Arcy laughs.

D'Arcy's Jarvis is witty and unctuous, but also a reliable and steadfast companion to Howard, who we learn saved Jarvis and his wife during the war.

"He never loses an opportunity to make it clear that he's slightly disdainful of the way Howard lives his life, and he manages to do it in that British-ly ironic way. Having said that, he's there, and he'll do what he has to do," D'Arcy explains.

Jarvis was a unanimous favorite among the cast and crew. Executive Producer and Marvel Co-President Louis D'Esposito even nicknamed D'Arcy "our secret weapon."

"I love Jarvis," Chris Dingess says. "His arc over the season has been great. He got sucked into this world of espionage, and he has slowly—while holding on to himself as a character—found himself a lot more capable than he thought."

While Jarvis initially helps Peggy as a service to Howard, he eventually becomes quite taken with her life of espionage.

One of the turning points in Peggy and Jarvis's relationship comes when Jarvis stitches up Peggy's leg in "Time and Tide." It's a vulnerable moment for both characters.

"Peggy's not used to help, and this is the first example of someone saying to her, 'Let me in,' and her trying to," Atwell explains.

It's a mutual exchange: As Peggy struggles to open up to Jarvis, she asks him to do the same. By season's end, Peggy and Jarvis are comrades with a deep affection for one another, and Jarvis' loyalty is proven to lie with Peggy.

A Couple of Screwballs

"I love Jarvis—watching him and Peggy bounce off each other," Dingess says. "When she's with the guys at the SSR, you get a different type of vibe—but a lot of times when she's in 'Jarvis-land,' you get a sense of a screwball comedy from the '40s as opposed to the hardboiled detective. It adds a whole new flavor to the show and keeps the show moving."

Though she's known D'Arcy for years, Atwell was still surprised to see how well he took to comedy.

"I knew James was a very funny individual, but I didn't realize how good his actual comedic timing was. He's got a natural flair for it in front of the camera," she says. "He was saying to me the other day, 'God, I've been playing psychopaths for the last ten years! Who knew this could be so much fun!' I was just as shocked as anyone when he admitted that he'd never done comedy before."

The natural rapport between D'Arcy and Atwell on set inspired the writers to incorporate that banter into the script even more.

"Every episode I would chuckle away as I read what I was going to get to say.



It was wonderful," D'Arcy laughs.

"He's got great energy, and I think we saw language as a game of chess. And we made the decision together as actors: We wanted to have as much fun in the show as possible," Atwell says.

Their characters have a slightly different relationship. Peggy thinks Jarvis is a necessary annoyance. She doesn't need his help, but he is the middleman between her and Howard, and therefore invaluable.

According to D'Arcy, Jarvis feels very protective of and respectful toward Peggy. "There's this sort of fraternal relationship. He really does want to help her. And as the show goes on, we see that his loyalties are torn. He's in a very tricky conundrum," D'Arcy says.

Edwin Jarvis is the perfect foil to the competent spy that is Peggy Carter, managing to be funny without bumbling. Jarvis provides support when Peggy needs it most.



DOMINIC COOPER

HOWARD STARK

Millionaire, aviator, and inventor Howard Stark is the father of Tony Stark, whom most viewers already know as Iron Man. The character obviously has a bit in common with Howard Hughes, the infamous tycoon, aviator, and inventor of the 1930s. We initially encounter Howard Stark, played by Dominic Cooper, in Marvel's *Captain America: The First Avenger*. In addition to helping Dr. Abraham Erskine effect the transformation of skinny Steve Rogers into a peak-human super-soldier, Howard is the creator of Cap's iconic Vibranium shield. He and Peggy are already comrades when Steve meets him. When a pilot is needed to drop Captain America behind enemy lines to rescue Bucky Barnes, Peggy calls on Howard.

Though he is arguably not as self-serving and antagonistic as his future son, Howard still has a lot in common with Tony—mainly his intelligence and his smooth, playboy ways.

"He's kind of the person that you love to hate, because you can't believe that he gets away with what he does. But it's so charismatic that you fall for it anyway," Hayley Atwell says. "Life imitates art, so Dominic is very naughty and very playful in the way Howard Stark is, and he has the charm to get away with it."

Although Howard's role was originally suggested to be much smaller, he ended up being an integral part of the series. His characterization humanizes the larger-than-life and irreverent playboy, showing us the deep guilt he carries after the war—and just how far he's willing to go to put things back to rights. Having met both the father and the adult son, Captain America makes it clear in *Marvel's The Avengers* that Tony Stark has big shoes to fill.

When Howard asks for her help, Peggy doesn't just agree because she's bored and needs a case—she helps him because they're friends.

"She loves him despite him. She would hate to admit that they're kindred spirits, because she sees his treatment of women as revolting—it probably makes her secretly vomit in her mouth—but she also knows that he's a genius at what he does," Atwell laughs.

Peggy's ability to accept Howard as both a genius and a flawed person makes her rather unique among heroes, who are so often portrayed as naively believing that all people should be good.

“Let’s face it—I invented it, so it works.”
—HOWARD STARK





LYNDSY FONSECA

ANGIE MARTINELLI

Angie Martinelli works at the Automat, a restaurant where simple foods and drinks are served by coin-operated vending machines. Peggy is a regular customer, and Angie eventually forces her way into Peggy's life as her new best friend.

Sarah Halley Finn says the team knew they wanted to cast someone "New Yorker"—in other words, a quick talking, slightly-too-honest, assertive woman.

"Lyndsy Fonseca brought complete heart and humor and honesty, and this kind of open and forthright quality that is perfect for the part," Finn says.

In a show filled with mystery and intrigue, Angie's frankness stands out. She's refreshingly quirky, entertaining, and bright—and the audience can't help but root for her.

"Louis D'Esposito called me in to read, and I jumped at the chance. I was terrified and nervous—but I was so honored to read with Hayley, and in front of Tara Butters and Michele Fazekas," Fonseca says. "I think anybody would jump at the chance to be a part of something like this. I found that I loved them even more working with them. Everyone at Marvel is really passionate, and they love their jobs so much. I thought it would be a fun place to work—it went above my expectations."

The team experimented with different styles to help Fonseca find the perfect voice. The goal was to avoid the caricature of a 1940s dame. Instead, Fonseca focused on creating an honest and real character.

"The writers just give me such juicy things to say. It's really hard to mess up their lines," Fonseca laughs. "When I play her, I feel very happy. She's got a lot of spunk, and I get energized by her."

Angie is clearly fascinated by the enigma that is Peggy Carter.

"It's this sort of strange mystery that Peggy has that I think Angie finds really exciting. Angie's not dumb—she knows that something's happening. I think that she likes spice in her life. And she's not afraid to talk: If she wants to be your friend, she wants to be your friend. She's fast-talking and kind of Peggy Carter's opposite, really," Fonseca says.

Peggy is initially wary of Angie—not because she doesn't trust her, but because she's afraid to draw Angie into her dangerous world.

"I think she sees Angie as someone she would like to be closer to," Atwell explains. "I think she feels immensely proud to know her, and also protective of her because she's lost Colleen, and she doesn't want to lose Angie now."

One of Peggy's cases, Green Suit, follows her home in "Now is Not the End"—and Colleen ends up as collateral damage. Her death shakes Peggy, leaving her afraid to get too close to others. Peggy tries to keep people at a distance not just to protect them, but also to safeguard herself from further heartache.

But during the course of the season, Peggy learns to accept Angie's friendship. Angie, in turn, shows just how loyal a friend she can be. Using her talent as an actress, Angie protects Peggy when her SSR



“I got a bottle of schnapps and half a rhubarb pie. Let’s see which one makes us sick first.”
—ANGIE MARTINELLI

colleagues come to the Griffith to arrest her. Their relationship easily passes the Bechdel test, an indicator of gender bias used to evaluate film and television, which asks whether at least two women talk to each other about something other than a man.

That’s one of the many delights of *Marvel’s Agent Carter*: Though the show focuses on Peggy’s relationship with the men in her office, it doesn’t neglect

her female friendships outside of work. In Atwell’s words, “Peggy’s not just one of the guys—she’s also one of the girls.”

Despite Peggy’s initial distance, her relationship with Angie ultimately anchors the show in a manner that parallels Peggy’s role in Marvel’s *The First Avenger*: Angie is the pushy best friend who reminds Peggy what she’s fighting for.



SHEA WHIGHAM

ROGER DOOLEY

Roger Dooley does not originate from the comics—even though a Roger Dooley does exist in the Marvel Universe. “I swear to god we made up the name Roger Dooley and were only informed after the episode came out that there was a Roger Dooley in the comics,” Christopher Markus laughs.

Fortunately, Shea Whigham didn’t need a comic-book backstory to create the character. Whigham is no stranger to period pieces, having played Elias Thompson on the 1920s-set *Boardwalk Empire*. His character on *Marvel’s Agent Carter*—Roger Dooley, the chief of the SSR and Peggy’s direct supervisor—has been charged with the monumental task of bringing Howard Stark to justice.

“I am dead tired, it’s the last episode of *Boardwalk*, and I’m sitting in a hotel, exhausted after working a sixteen-hour day. I get a call from Louis D’Esposito, and he says, ‘I want you to come do this show,’ and he promises me a lot of things, experience-wise. And not only did he deliver, but I told him, ‘It was even more than you said it was going to be,’ and I don’t say that lightly,” Whigham recalls. “I enjoyed the challenge of it. It’s very difficult in the present day to do this kind of thing, to sell this chauvinistic time. I wanted to make Dooley feel real—that’s what I always try to do.”

Sarah Halley Finn knew Whigham was the perfect choice for the role. “We were surprised and thrilled that he wanted to do it,” she says. “What we loved about him is that he has this moral compass that’s unshakeable. You rally behind him as a leader. He also has a certain world-weariness, a weight and texture.”

While exploring Dooley’s relationships with Peggy and her fellow agents, Whigham also wanted to be sure he wasn’t turning Dooley into what he describes as a “caricature of a screaming, chauvinistic buffoon of a boss.” When one of his agents—Ray Krzeminski—is murdered, Dooley’s emotions come out as he reminds the others of the stakes.

“Dooley bleeds when he’s cut. He gets emotional when he’s moved,” Whigham explains. “And I wanted to make sure it didn’t become just this cigar-chomping, scotch-drinking stock character.”

Dooley has plenty to make him bleed. His family is falling apart; Washington is pressuring him to crack the Stark case; and he has a strong sense of duty to his men and to Peggy. “Dooley feels the responsibility of sending her out, as well as sending the boys out, and I think it really weighs on him. There’s some paternal love in there,” Shea Whigham says.

The character with whom Dooley has the strongest relationship is Agent Jack Thompson. According to Whigham, Dooley sees qualities in Thompson that make him believe the younger man can carry the baton.

“The relationship between these two is very much a son in training to take over when Dooley’s ready to step down,” says Chad Michael Murray, who plays Thompson.

Whigham agrees: “He was my guy, and it’s pretty overt. I think Dooley has expectations of him, and he can tell him if they’re not met.”

FROM SCRIPT TO SCREEN

When Thompson argues to exclude Peggy from a mission in “The Iron Ceiling,” Dooley snaps at him that he doesn’t have time for his “little crush on Carter.” Thompson immediately stops protesting.

“You know going in what it’s going to be: Thompson’s going to be the golden boy, Sousa has the handicap, Krzeminski is gonna be the live wire, Carter is the unknown. Now how do you deepen those relationships? That’s always my question,” Whigham says.

Whigham told the writers early on that he wanted to approach the character with honesty.

“I don’t have to play the likable guy,” he explains. “I don’t need to be charming if he’s not charming. I don’t need to be empathetic if he’s not empathetic. I want to honor who he is, but we layer in these little things over the course of the show, and after it’s done you go, ‘Oh wow, okay.’ Because that’s what life is. It isn’t pretty—you don’t wrap it all up in a bow.”

Dooley’s relationship with Peggy isn’t pretty.

According to Atwell, Peggy thinks Dooley is intelligent—but she knows that he is a man of his time and circumstances, nonetheless. Although he’s one of the people standing in the way of her mission, she doesn’t take it personally.

“I think she sees his inability to see who she really is as a protective thing and a feeling that women shouldn’t be put in a position where they have to do the same things as the men,” Atwell explains. “So I think she just goes, ‘Well, he’s a man brought up in this time, so of course he’s going to have these assumptions—he doesn’t really know who I truly am.’ But she respects him, and I think she secretly sets out to prove him wrong in the greatest possible way with the most respect that she possibly can so that he arrives at his own conclusions about her capabilities—not just trying to prove him wrong for the sake of it. And it becomes a mutual respect between the two, which is why I think it’s my favorite developing relationship in the show.”

Ultimately, Dooley proves he’s a true hero. He never hesitates to make the right decision—no matter the cost.

“I buried myself deep in this job from the day I started.”

—ROGER DOOLEY





CHAD MICHAEL MURRAY

JACK THOMPSON

SSR Agent Jack Thompson, played by Chad Michael Murray, is a war hero with a haunting secret.

During casting, there was concern about whether Murray would be convincing in a period piece.

“Chad came in and read, and it’s funny because I feel like he takes you by surprise,” Sarah Halley Finn says. “You see his name on the list, and you’re like, ‘I know him from *One Tree Hill*,’ and then he comes in and you’re like, ‘Oh my god, he’s so good.’ I think he really blew everybody away.

It was excellent work, especially considering that Murray filmed his audition tape in Mexico on an iPhone propped up with a banana and a towel. Murray, it seems, is comfortable in any setting, and he proved he could wear the period just as well as he wears a suit. He was also surprisingly good at playing a jerk—albeit one who’s good at getting results.

“It was about trying to figure out who this guy is emotionally and what makes him tick,” Murray explains. “His motivation is to be the best, to do what he has to do to be number one, and to make himself the boss. That’s ultimately what Jack wants to be.”

Unlike Peggy and Agent Daniel Sousa, Thompson is guided less by his moral compass and more by a for-the-greater-good mentality.

“You should always just expect the unexpected. I enjoy his flaws,” Murray says.

Thompson’s flexible morality often puts him into conflict with Peggy.

“His relationship with Peggy is so complex. Certainly he pines after her, and he sees her as someone that he has to protect. There is an attraction there—something between the two that he can’t put his finger on. At the same time, he’s like the boy on the playground pulling on the pigtails,” Murray explains.

The relationship between Peggy and Thompson finally appears to reach closure in “The Iron Ceiling.” Thompson makes a confession that challenges his war-hero status, and Peggy’s compassionate response marks a seeming turning point as they find mutual respect. But the next few episodes shift the power balance again as Peggy is caught working for Howard in “A Sin to Err,” and Thompson takes the credit for solving the Stark case in “Valediction.”

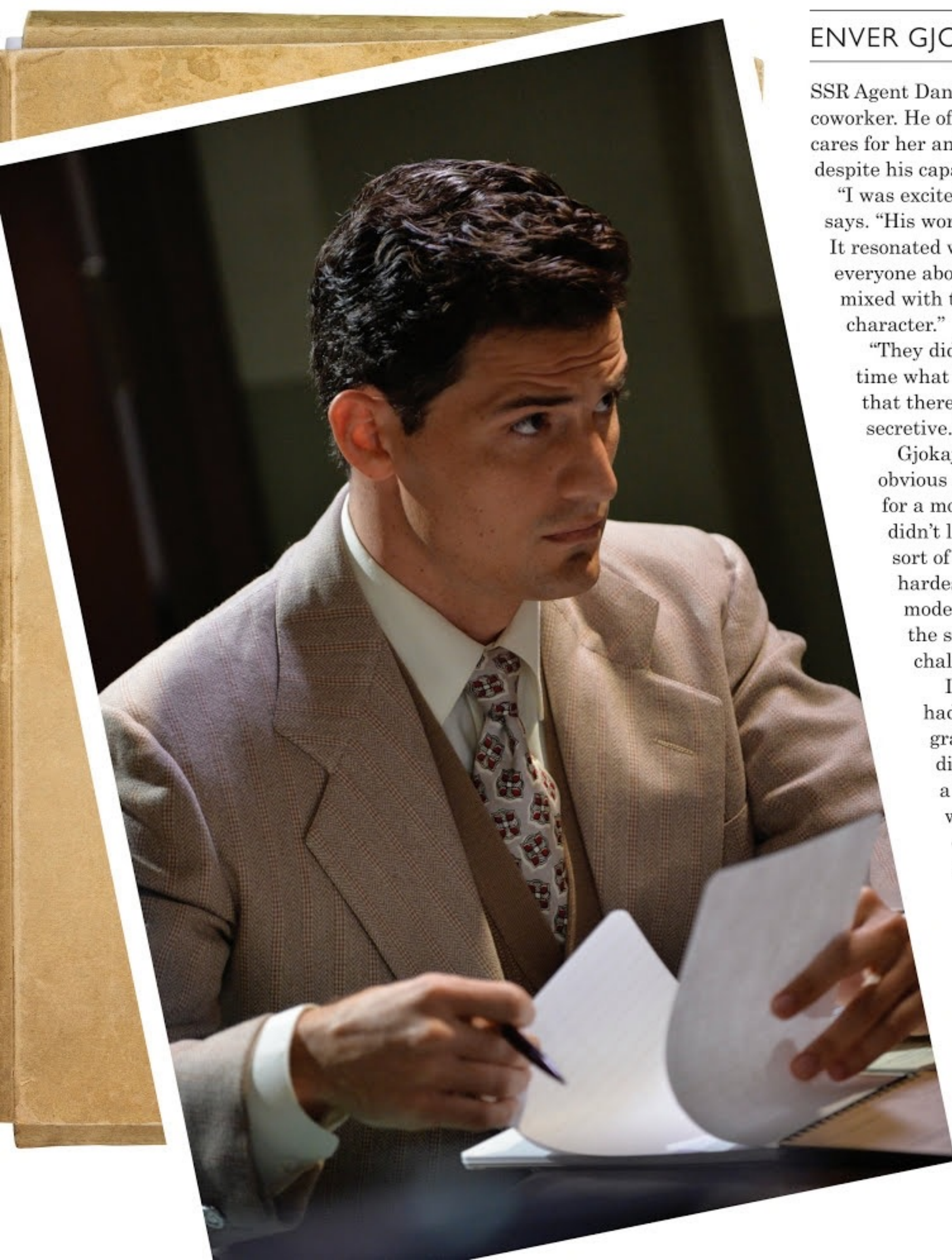
But Thompson’s not just trying to steal Peggy’s thunder—the problem runs deeper. “He was never being the bad guy,” Murray explains. “Dooley’s gone now, so someone has to step up and take the responsibility and be the face of the SSR. And the truth is, it can’t be Peggy. In that time period, they would never think that a woman could take charge of it—it would make a mockery of the SSR.”

Thompson might be chauvinistic, opportunistic, and arrogant, but he makes the tough and sometimes morally ambiguous choices a leader must make. In the end, perhaps he is enough like Dooley to succeed as head of the SSR.

“Not everybody came back
from the war looking for a hug.”

—JACK THOMPSON





ENVER GJOKAJ

DANIEL SOUSA

SSR Agent Daniel Sousa, played by Enver Gjokaj, is Peggy's sole sympathetic coworker. He often sides with Peggy in interoffice conflicts—both because he cares for her and because he is able to empathize with being marginalized despite his capabilities.

"I was excited to put him in a real leading role," Sarah Halley Finn says. "His work was so strong, and his take on the character was so clear. It resonated with everyone, and he was cast very quickly. What struck everyone about Enver was his true old-fashioned leading-man charisma mixed with this incredible, subtle vulnerability that he brought to the character."

"They didn't tell us a lot about the role, and I didn't even know at the time what the disability was," Gjokaj says. "You could tell from the lines that there was something messed up about his leg, but they were super-secretive. They wouldn't even tell me that it was set in the 1940s!"

Gjokaj tried to avoid using old movies as inspiration, since it was obvious from the script that *Marvel's Agent Carter* was not striving for a mobsters-and-dolls vibe. "That's the style of movies, but people didn't live that style. And it was important to me that there was some sort of authenticity to the role," Gjokaj explains. "As an actor, the hardest roles to do are characters who are earnest and moral and modest. You have less of a canvas to paint on. You have to do all of the stuff, but you have to do it in a smaller boundary. That was a challenge, and I loved it."

In addition to mastering the nuances of his character, Gjokaj had to adjust to Sousa's physical limitations. Opening a door, grabbing a file, and then heading back out the door is a simple directive for an able-bodied person—but for someone managing a crutch, every action becomes much more complicated. Living with a disability is no easy matter in modern times, but it was even more difficult in the 1940s before the disability rights movement had taken hold.

"It becomes an issue in almost every single scene," Gjokaj says. But the challenge was a boon in another way: It constantly reminded Gjokaj of Sousa's personal trials and strengths.

Sousa's role in the SSR is often muddled because of his injury. In Gjokaj's mind, Sousa used to be more like Thompson: a capable soldier and leader—someone who might have been next in line to run the SSR. "And now Sousa's adjusting to the fact that he's at the back of the line. It's fair to say that there's a little bit of jealousy going on," Gjokaj says.

The result is a back-and-forth between the realistic part of Sousa that is struggling to accept his new place in society, and the old Sousa who hates that someone like Thompson is able to boss him around.

Like Peggy, Sousa has good instincts, and we see him trying to unravel the mystery within a mystery throughout the eight episodes. Unfortunately, the pieces of that mystery all point to Peggy as a traitor.

The impetus for that search, the true motivation, comes with Krzeminski's murder.

"I think there's a big change when people at the SSR start to die," Gjokaj says. "You see Sousa digging down and finding a fire that he didn't know he had. This is a guy who's come from World War II—you don't attack his buddies. It's an eye for an eye."

Sousa is also motivated by his frustration with the powers that be. Unlike Peggy, who deals with her circumstances by conducting her own investigation outside the SSR, Sousa chooses to work within the system to prove his worth. Peggy is willing to bend the rules to accomplish her goals, but Sousa plays it strictly by the book.

Despite this fundamental difference in ethics, it's a badly kept secret that Sousa is carrying a torch for Peggy.

"I think the way Sousa feels about Peggy is a little tied up in the way he feels about himself. He is definitely smitten with her, but I don't think he'll let himself go there because I don't think Sousa feels he deserves her," Gjokaj says.

Peggy knows Sousa has a good heart and noble intentions, but trying to look out for her while she's trying to prove she can look out for herself is the wrong way to gain her affections. If Peggy made any progress with her role in the office because Sousa stuck up for her, then she wouldn't feel she had earned it, and the show wouldn't seem quite so empowering. Peggy is not anyone's damsel in distress.

But does that mean Peggy has no feelings for Sousa?

"I think there's friction between her and Sousa," Atwell says. "I think she is attracted to his nature, and he's the closest to the original Steve Rogers in terms of his heart than any other man."

Sousa is kind and vulnerable, yet brave. He has experienced a loss that has left him humbled. And he looks darn good in a sweater vest. What's not to swoon over?

"You owe the lady an apology."

—DANIEL SOUSA





BRING ON THE BAD GUYS

CASE FILES



CHARAC

TOP



Leviathan's Sasha Demidov—A.K.A. Green Suit—and Leet Brannis.

A good hero is nothing without great villains. Early in her investigation, Peggy stumbles into the crosshairs of Leviathan, a Russian terrorist organization reminiscent of Hydra.

Although different from its comic-book incarnation, which relies heavily on the use of scavenged alien technology, the show's Leviathan is no less sinister, and spawns a number of evildoers for Peggy and her team to face.

Marvel's Agent Carter played with the noir tradition by appearing to suggest recurring villains in the form of Leet Brannis, played by James Frain, and Green Suit, played by James Landry Hébert. But then both characters died in "Bridge and Tunnel."

The real villains would not be revealed until "The Iron Ceiling," and even then the circumstances remained mysterious. Dottie Underwood's motive had not yet been revealed, and Dr. Ivchenko still appeared to be one of the good guys.

Beyond their affiliation with Leviathan, the show's multiple villains share another common tie: World War II.

"The villains were all created because of what

happened in this one war in Germany," Stephen McFeely says.

This commonality humanizes the villains—they become more than caricatures with evil laughs and elaborate plans. At the core, each one is simply desperate—for revenge, for love. And in that way, they're not terribly different from our heroes.

"Leviathan is coming."

—LEET BRANNIS



BRIDGET REGAN

DOTTIE UNDERWOOD

Sweet, innocent, and a little scattered, Dottie Underwood—played by Bridget Regan—is one of Peggy’s new neighbors at the Griffith. Her sunshine smile is disarming, even to Peggy.

But Dottie is not the shy Iowa farm girl she appears to be; her name isn’t even Dottie. Her real name has yet to be revealed—all we know is that she’s a deceptive, dangerous woman.

The proof comes in “The Iron Ceiling,” with the revelation that Dottie is the product of a program that will eventually produce another lethal assassin.

Dottie is a Black Widow.

The Black Widow of the modern Marvel Cinematic Universe is Natasha Romanoff, and the Black Widow program is as shrouded in secrecy as Natasha’s past. Stephen McFeely and his fellow creators were pleasantly surprised when Marvel gave them the go-ahead to use the Black Widow program, including the infamous Red Room.

“Tara Butters and Michele Fazekas were really big on a female bad guy, so I would say they drove the train on that,” McFeely says. “The idea of an early Black Widow program came up pretty naturally, and I—totally on board—was convinced it would never fly past Marvel Studios.”

“It was one of those things where we floated it just to see if it got a reaction,” Fazekas elaborates. “I assumed, ‘Oh they’re never going to let us touch Black Widow,’ but they said, ‘Yeah that’s a great idea!’”

“That’s kind of when I knew we were in uncharted waters,” McFeely adds.

The truth came as a surprise to Bridget Regan, as well. “It wasn’t confirmed for me that she was a Black Widow at that time, but I knew that she had gone through a lot of painful torture and brainwashing and training. So I really connected to this woman. Not sure what that says about me,” she laughs.

Perhaps that sense of identification stems from a common link: When Regan auditioned, her hair was bright red—a familiar look for a Black Widow.

Worried about tipping off viewers too soon, the producers had Bridget change her look.

“I tried on some different colors of wigs in Louis D’Esposito’s office, and we decided on a shade that looked good on me. Then I sat in a salon for two days and had my hair dyed blonde,” Regan says.

The role of Dottie was complex, because Regan would be portraying multiple characters.

“Bridget was a powerhouse right when she walked in the door. She had the polish, sunshine, and perkiness—but she was also able to turn it on a dime and be very physical,” Sarah Halley Finn says.

The naive Dottie whom Peggy and the other girls at the boarding house come to know is a character within a character. “She’s created this unassuming identity, which I based on Judy Garland in *The Wizard of Oz*,” Regan explains. “There’s the great flashback scene in the Red Room where the

girls are watching *Snow White and the Seven Dwarfs*. So I figured all Dottie's characters would be based off of movies. So Dottie is this sweet Iowa girl who is gullible and innocent, and just really green and happy."

Regan also turned to music for inspiration: While preparing for her scenes, she often sang Iggy Azalea and Rita Ora's "Black Widow" to get into the character's headspace. The song's themes of revenge and dual identity are fitting for Dottie Underwood, whose two identities—innocent Dottie and lethal Black Widow—have drastically different energies on screen. Dottie is light and happy, a state reflected in her high-pitched voice. As an assassin, her voice is lower and more centered—almost animalistic. The Black Widow is aware of her surroundings, prepared to kill at any moment.

"My favorite thing about her is just how powerful and fearless she is, and I just love how fast she turns into one of her characters that she's portraying. She's a badass—what else is there to say?" Regan laughs.

To prepare for the physical aspects of the role, Regan not only trained before filming, but also watched all the Black Widow fight scenes performed by Scarlett Johansson and her stunt double, Heidi Moneymaker.

"The physicality and gymnastics are so incredible. I wanted you to see that these women were trained in the same school of thought," Regan says.

Casey O'Neill, stunt coordinator on *Marvel's Agent Carter*, helped establish the link between the two Widows.

"Dottie, because she comes from the Black Widow school, is more like the Black Widow character we know—Scarlett—in that she does a bit of gymnastic moves, and she's parkour-ish and very fast in what she does. She just kind of makes her mind up and takes care of business," O'Neill says. "I wanted to use similarities, but I didn't want them to be exactly the same. They're different characters. I always like to use the strengths that the actors have naturally."

Although the name "Black Widow" is never used on screen, the producers shared some of the program's secrets with Regan.

"I learned a lot about Black Widows—a lot of stuff that I'm not allowed to say—in terms of what the final stages of their training are and what's really going on in the Red Room. It's really creepy," Regan explains.

What we do learn is that the assassin initially known to us as Dottie grew up in Russia in what appears to be a school for girls. In "The Iron Ceiling," we see a young Dottie befriend another girl, sharing food with her. Against all odds, they form a connection in a place of brutality and isolation.

But when Dottie is ordered to kill her friend, she doesn't hesitate. She snaps the girl's neck—with no remorse.

"That's when we see her true colors," Regan says, "and that's very revealing to me. It shows that she's a woman who follows orders. I believe she rose through the ranks because she can kill without a second thought, and that's what makes her a Black Widow. That moment was a graduation for that program."





And like Natasha Romanoff, Dottie is a master of emotional manipulation. The Russian assassin masquerading as the naive Iowa farm girl is compelling enough that she fools even Peggy.

"I think when Peggy discovers that Dottie's a bad girl, it is kind of even a harsher betrayal than when she finds out Ivchenko's bad, because there was a false sense of friendship and sisterhood there," Hayley Atwell says.

Peggy—and viewers—initially believe that Dottie could be an Angie-like character, another reminder for Peggy that her job is not her entire life. The pain of her betrayal is therefore that much sharper, both to the audience and to Peggy, who never sees it coming.

"I think if she wasn't bad, Dottie would end up becoming a good friend of Peggy's. Peggy can't fathom someone who is, at the core, so evil and so misguided in her morals—who can present a completely different idea of who she is," Atwell says.

Christopher Markus takes it a step further.

"Peggy should consider that it wouldn't take all that much to make *her* Dottie. Peggy needs other people to encourage her to have a life. Dottie has no one—Dottie is what Peggy would be if she cut off her entire life," Markus explains.

As strong and capable as Dottie is, there is one man she appears to fear: Dr. Fennhoff.

RALPH BROWN

DR. IVCHENKO/FENNHOFF

Dr. Ivchenko/Fennhoff, played by Ralph Brown, is introduced as a prisoner of Leviathan rescued by Peggy and the Howling Commandos in “The Iron Ceiling.”

Taken back to the SSR, Dr. Ivchenko begins to use his mastery of hypnotism to worm his way into Dooley’s confidence and wreak havoc. Dr. Ivchenko is eventually revealed as Dr. Fennhoff, a scientist who blames Howard Stark for the horrible death of his regiment during World War II’s Battle of Finow.

“Our biggest Easter Egg is that we reveal to the audience that Doctor Ivchenko is actually Doctor Fennhoff, also known as Doctor Faustus in the Captain America comic books,” Chris Dingess explains.

In the comics, Johann Fennhoff is an Austrian psychiatrist and criminal mastermind. His plots typically involve psychological manipulation that prompts his enemies to kill themselves.

In *Marvel’s Agent Carter*, Fennhoff is a Russian scientist who discovers a talent for easing the pain of the soldiers in his regiment through hypnotism. Eventually, all his men—and his brother—are killed when one of Howard’s inventions, a gas labeled “Item 17,” is released into the camp. Also known as Midnight Oil, the gas induces murderous rage in its victims. Horrific violence ensues, with few survivors.

“The soldiers started to attack each other in a truly savage way,” Brown says. “One of them was Fennhoff’s brother, whom he found with both eyes missing.” The personal loss served as an impetus—an inspiration—for Brown’s portrayal.

Driven by grief, Fennhoff makes it his life’s mission to bring the terror and desolation of his fellow Russians to the people of the United States. He wants Howard to know what it’s like to lose everything.

“Ivchenko, A.K.A. Fennhoff, was a very challenging role to cast,” Sarah Halley Finn says. “We needed someone who could bring a real range of qualities to the screen and not telegraph the villainy of his character too soon. Ralph has warmth and intelligence, is good with dialects, and has a great menacing quality.”

Brown’s first task was to perfect Fennhoff’s Russian accent.

“I was all over the internet listening to Russians speaking English—listening to their syllables, their consonants, the musical rhythm of their phrasing, the sounds they hit hard, the vowels they have problems with,” Brown says. “I’ve played Russian before, but I like to get accents right. I always imagine some Russians sitting in front of the TV and judging me, shaking their heads in disappointment at my terrible accent. Or—in my secret fantasy—checking the credits to see which Russian actor was playing my part.”

From there, Brown had to subdue the character’s intentions to prevent Fennhoff from becoming a stereotypical villain, evil for evil’s sake.



Brown’s take on the man we meet as Dr. Ivchenko is playful; he becomes mercurial as time passes, slowly building to the reveal of his true identity and—in the third act of the season’s final episode—his real menace.

“He is charming and seductive, friendly and wise. People trust him. They open up to him. He can’t appear to be evil. I loved that aspect of playing him,” Brown says.





SSR CLASSIFIED DOCUMENT

CASE #: OOI

CASE ID: Now Is Not the End

DIRECTOR: Louis D'Esposito

WRITERS: Christopher Markus & Stephen McFeely

AIRDATE: January 6, 2015

MISSION BRIEF

Agent Peggy Carter, mourning the apparent death of her great love—Captain America, A.K.A. Steve Rogers—returns to work for the Strategic Scientific Reserve in New York City in 1946 following the end of World War II. The SSR's latest case is an investigation into industrialist Howard Stark's alleged sale of weapons to enemies of the United States. Howard secretly reaches out to Peggy and asks for help clearing his name. Before he leaves the country, he tells her about his formula for molecular Nitramene, which he believes will be sold at a New York nightclub. Disguised as a blonde bombshell, Peggy infiltrates the club and seduces its owner—notorious smuggler Spider Raymond—learning that the formula has been weaponized. With the help of Howard's butler, Edwin Jarvis, Peggy is able to defuse the bomb, but at a terrible cost: An assassin follows her home and murders Colleen O'Brien, Peggy's roommate.

Devastated but indomitable, Peggy finds Anton Vanko—whom fans of the Iron Man films will recognize as the father of Ivan Vanko, A.K.A. Whiplash—and shows him the Nitramene bomb. Vanko deduces that it came from the Roxxon Oil Refinery. With Jarvis keeping the car running, Peggy investigates the refinery and encounters Leet Brannis. Brannis tells her that "Leviathan is coming" and escapes with a truck full of Nitramene bombs. Before leaving, Brannis drops a Nitramene bomb; as Peggy and Jarvis escape, it destroys the entire facility. Happy to survive, Peggy carries on with her business the next day—unaware that just down the street, Jarvis is placing a call to tell Howard that she is an excellent choice—for what, we have no idea.

Dressing for the Role

"We continued the color story from *Captain America: The First Avenger*. You'll see Peggy in a lot of red, white, and blue as a silent tribute to her lost love, Captain America."

"In her undercover mission in the first episode, the script called for a Veronica Lake look. We got to make Peggy into the classic femme fatale, with the blonde waves and gold matelassé fabric. Her cape was made with off-white silk Panne velvet."

—Costume Designer Giovanna "Gigi" Ottobone-Melton

CHAPTER TWO

Fittingly, a war-era speech by British Prime Minister Winston Churchill inspired the pilot episode's title.

"It's from the beginning of the war," Executive Producer Christopher Markus explains. "He said, 'Now is not the end; it is not the beginning. It is not even the beginning of the end.'"

"No one has figured that out by the way—I looked on the internet."

Executive Producer and Marvel Studios Co-President Louis D'Esposito, who directed *Marvel One-Shot: Agent Carter*, knew from the beginning he wanted to helm one of the series' episodes.

"If they'd tried to tell me no, I would have said, 'I'm doing this, I don't care!'" D'Esposito laughs.

But the pilot would prove a special challenge. "The later episodes can get deeper into the characters, but the first few episodes need to grab the audience," D'Esposito explains. "We approached it as if it were any of our films: We just wanted to tell a good story."

"When we wrote the pilot, we didn't know where it was going to go," Executive Producer Stephen McFeely says. "We had to introduce every character in a hopefully charming, witty way."

McFeely and Markus tried to be mindful of how often they referenced Captain America within the story.

"She's inspired by presumed-dead Captain America, but we didn't want the whole thing to be just about him," Markus says.

The episode establishes Peggy's attempt to run her own investigation for Howard into his lost inventions right under her fellow agents' noses. Each of Howard's "Bad Babies" represents a mistake—the deadly consequence of a rare misstep.

But *Marvel's Agent Carter* is no mere case-of-the-week procedural, in which Peggy hunts down one of Howard's inventions each episode.

"It's a fake-out. We found all of them in 'Time and Tide.' Now what?" McFeely laughs.

Instead, the series' eight episodes come together to tell a tight, engaging story of personal growth, the meaning of trust, and just what it takes to be a hero.



Executive Producer and Marvel Studios Co-President Louis D'Esposito.



Keeping Up the Tempo

"The challenge for me was how to get into the pilot, how to start the whole thing off," Editor Chris Peppe says. "We start with the scene where the plane goes down, and then go into Peggy's apartment and talk to her roommate. That's a pretty quiet scene for TV."

The team experimented with a variety of approaches, eventually settling on a flashback to the heartbreaking moment in Marvel's *Captain America: The First Avenger* in which Peggy speaks to Steve Rogers for what she believes is the last time. The scene reminds viewers just how capable Peggy Carter is, even in the face of tragedy. To keep the tone upbeat, the sound editors used a swinging Big Band-style song: "That Man" by Caro Emerald.

Filmed at the Historic Ebell of Los Angeles, the set of Spider Raymond's nightclub is based on New York's La Martinique, which launched the careers of many singers and performers of the era, but closed in the early 1950s.





The SSR

Not all of Peggy's fellow SSR agents share her spy-based abilities. According to Markus and McFeely, Chief Roger Dooley is more like a cop, while Jack Thompson is a soldier. Daniel Sousa is the detective; Ray Krzeminski, the muscle.

Regardless of their skill sets, the men of the SSR clearly don't respect Peggy. Referencing her work as Captain America's liaison, they suggest her position in the SSR is the result of favoritism and pandering.

As a result, Peggy is forced to get creative when it comes time to investigate Howard's missing inventions. She fetches coffee for the agents being briefed on the Stark case, taking the opportunity to eavesdrop on the conversation. Then Peggy does the unthinkable: She pulls the period card and gets the rest of the day off.

"Now Is Not the End" sees Peggy use several traditional female-spy tricks. When she arrives at Spider Raymond's club, it's as a gorgeous, vapid flirt who just wants some "alone time" with the boss.

Christopher Markus and Stephen McFeely admit Peggy's tactics in the premiere are shorthand, meant to demonstrate her versatility.

"We did two things that we took off the table afterwards. We said we're not going to use the seduction, and we're not going to use the tampon joke more than once a season," McFeely explains.

"They both worked, and they're both fun, but it's also weird when you're writing a pilot," Markus adds. "You have to give this sampler platter of everything the show could be. She can dress up, and she can kill people, and she can do *this*!"

"It's not what you would write if you were writing the fifth one," McFeely continues.

"Had they said, 'It's picked up for eight episodes' before the first one, we would have written it a little differently. But since it was the first one, it was a brochure," Markus finishes.

Peggy's actions wouldn't have been farfetched for a female spy in the 1940s, Hayley Atwell notes.

"I was reading a book about wartime women spies, and I was surprised to learn that there were many more female spies in World War I specifically and World War II than I'd ever heard about," Atwell says. "One of the reasons why they were employed was the very fact that they were women. At the time, I don't think men would ever suspect that a woman would be capable of that. So they could easily be a honey trap, and they could easily be invisible. Learning that, I just thought, well that's exactly what Peggy does: She uses her femininity against the men when she needs to, and she uses the fact that they see her as invisible to her advantage."



CHAPTER TWO

Fighting Chance

In addition to her quick wit, Peggy shows off her fighting skills in the premiere—first manhandling Jarvis, then taking down a bodyguard...with a stapler.

“I’m not sure if it’s by design we did this, but the weapons she uses in the first episode are all hallmarks of women,” Stephen McFeely explains. Apart from the aforementioned stapler, Peggy also makes expert use of a stove; for spy work, she employs a watch, a perfume atomizer, and a tube of lipstick.

Stunt Coordinator Casey O’Neill wanted to demonstrate that Peggy takes full advantage of her surroundings to fight.

“She will pick something up that’s in a room—for example, she’ll smash a glass on a guy. She utilizes what’s around her, and she uses her head more than her brute strength,” O’Neill says.

Peggy is not a “pretty” fighter, Atwell notes.

“She uses her natural resources—whether intellectually or physically—in the fight scenes, and the fight scenes themselves can be quite dirty. She doesn’t do splits in the air like Black Widow, and she doesn’t do backflips. She uses a scarf to strangle someone, and uses a stapler to smash them in the face—just kind of using what she finds in her environment and what she has,” Atwell explains.

It’s a trait the showrunners incorporated to give Peggy a more clever, realistic fighting style.

“She does not dance around and do a lot of kung fu: She plows through people and knocks them out or kills them as soon as she can,” Christopher Markus says. “She’s almost always fighting someone bigger—she can’t afford to dance around. That’s what people would do in real life. Well, I would just get knocked out, but that’s what a person who could fight would do in real life.”

For the stapler fight, Peggy must disarm one of Spider Raymond’s bodyguards when he walks in to find her pillaging the boss’s safe. She wields the stapler like nunchucks, quickly taking him down. Surprisingly, this scene almost didn’t air.

“They almost cut the stapler fight because there was another thing that we were trying to keep in that sequence that unfortunately was harder to shoot than the stapler fight,” McFeely says.

That “other thing” involved the Nitramene bomb that Peggy finds in Spider’s safe.

“The ball was going to be rolling all over the dance floor, and people were going to be about to step on it, and it was all going to be sort of choreographed. And then a few days before shooting we were like, ‘That’s impossible,’” Markus laughs.



The Death of Colleen

Peggy's roommate, Colleen O'Brien, is immediately likable. Played by Ashley Hinshaw, she provides another example of the problems women faced at the time as men returned from war to take back their jobs. Colleen also reminds Peggy she needs to have a little fun in her life—something Peggy will struggle with for all eight episodes.

Her strong and immediate connection to Peggy, and with the audience, makes her death all the more shocking.

"It makes Peggy feel guilty and drives her to solve this mystery for more than just the reputation of a man. Howard gets you in, but this whole show wasn't going to be about, 'I gotta solve this for my friend Howard, otherwise he's going to have to live like a rich person in South America oh boo hoo.' There had to be some cost," Christopher Markus says. "That cost is not always, 'Oh, you can't go to the movies because you have to do a mission.' Sometimes, it's going to be brutal."

Colleen's death not only brings Peggy back to reality, but also colors her future relationships. She's afraid to get close to Angie Martinelli, the waitress at the Automat who so clearly wants to be friends. And despite his willingness to help, Peggy tries to keep Jarvis from accompanying her for fear of putting him in danger.

O'BRIEN, Colleen Deirdre



Colleen Deirdre O'Brien, 24, of New York City, died suddenly in her bed on Tuesday night. The daughter of Donal O'Brien and Rosalyn O'Brien, Colleen was born in New Rochelle on May 23rd, 1922. Her brother Patrick was a turret captain in the United States Navy and served with distinction until his death at the Battle of Guadalcanal. Colleen was a valued employee of Bertran Metalworks, where she dutifully served her country as a riveter working on B-32 bomber planes during the war. She was unwed and without children. A public wake will be held at St. Patrick's Cathedral on Thursday, 3-6 in the afternoon. Funeral services will be held privately.



The Roxxon Refinery Explosion/Implosion

With so much at stake, Peggy continues the mission despite her personal anguish. She meets with Jarvis to determine a new path for the investigation; he takes her to see Anton Vanko, who points them in the direction of the Roxxon Oil Refinery.

Although there were other special effects in the episode, the most eye-catching is no doubt the refinery explosion—or more accurately, implosion.

When Peggy corners Leet Brannis in the refinery's lab, he sets off a Nitramene bomb to buy time to escape. Peggy and Jarvis just manage to get out of reach of the blast.

"Obviously, creating the physics for the explosion/implosion effect was not a simple process, but we couldn't create everything digitally. So we had to rely on an asset library that Industrial Light & Magic has, which already has shot footage in it, and composite the existing plates together," Visual Effects Supervisor Sheena Duggal says. "The whole explosion sequence was obviously visual effects, and then when they get out of the car we had to put smoke and bits of embers and things flying around in the air. So there's also a lot of subtle things that we're doing that no one is aware of."





The Butler

As the factory explodes around them, Peggy contacts Jarvis via walkie-talkie and calmly asks him to pull the car around, to which he politely agrees. Peggy politely insists he hurry. Jarvis politely obliges. It's British humor at its finest, and it cements Jarvis and Peggy's interactions as the show's smart comedic relief.

"Her banter with Jarvis, her wit—that feels like a language play, a language game between them, which is very British. I learned about that comedic timing from my theater training," Atwell explains.

James D'Arcy manages to portray a butler who is not necessarily trained for spy work, but also is no bumbling idiot: He demonstrates bravery and loyalty in the face of danger many times over. And he isn't cowed easily, keeping up with Peggy's wit and giving as good as he gets.

But at the end of the episode, we see that Jarvis might not be the friend to Peggy he pretends to be. In a call to Howard, he says Peggy "doesn't suspect"—an ominous hint to future complications.

The Plot Thickens

"Now Is Not the End" leaves Peggy—and the audience—with plenty of mysteries yet to solve and loose ends to tie up. Despite amazing visual effects, frenetic fight scenes, and witty banter, at the heart of the premiere is a story about moving on in the shadow of World War II. With the cast introduced and premise set, it was time for Peggy to go to work.





SSR CLASSIFIED DOCUMENT

CASE #: 002

CASE ID: **Bridge and Tunnel**

DIRECTOR: **Joseph Russo**

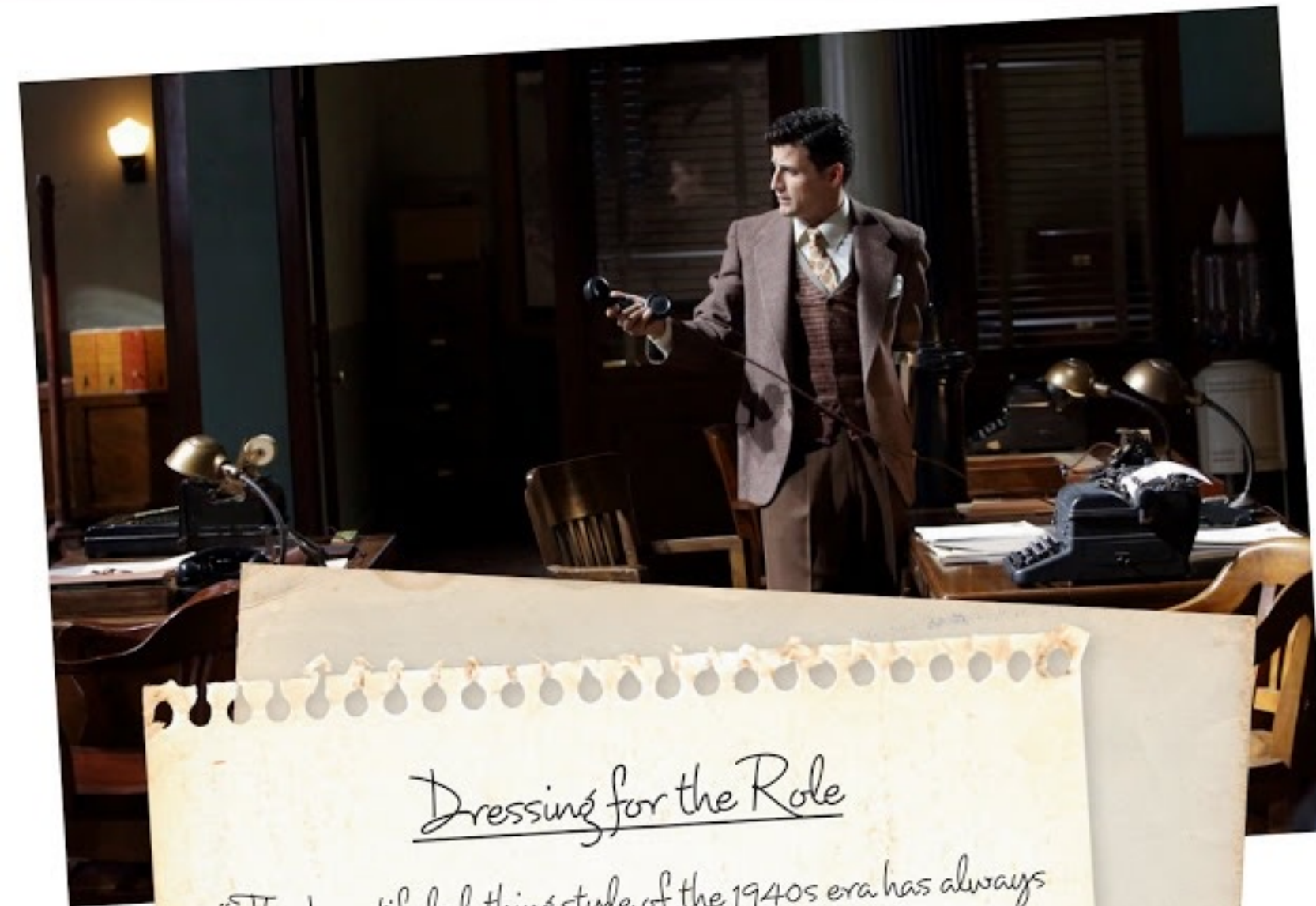
WRITER: **Eric Pearson**

AIRDATE: **January 6, 2015**

MISSION BRIEF

Peggy goes undercover again to search for the milk truck filled with Nitramene and finds the address of the driver, Sheldon McFee. But her fellow SSR agents are hot on her trail after brutally interrogating Miles Van Ert, the Roxxon scientist who made the Nitramene. Peggy and Jarvis arrive at McFee's house first and find Leet Brannis, whom they force to go with them. Before they can escape, a man in a green suit—the same man who murdered Colleen—corners them. He's gunning for Brannis, who apparently has betrayed Leviathan and tried to sell Howard Stark's inventions on his own.

Peggy fights Green Suit on the roof of the truck, but he manages to put a bullet in Brannis. Jarvis pulls Brannis to safety while Peggy pins Green Suit to the roof of the truck as she jumps clear at the last second. The truck goes over a cliff into a lake and explodes, killing the mysterious assassin. Brannis is also fatally wounded, but sketches a symbol in the dirt before he dies: a heart bisected by a line. Peggy brushes away the symbol; she and Jarvis take off just as Dooley, Thompson, Krzeminski, and Sousa arrive to find Brannis's body, a woman's footprints, and a hotel key belonging to Green Suit. Sifting through the remains of the Roxxon Oil Refinery, Krzeminski finds the license plate for the Stark car Jarvis and Peggy used to get away.



Dressing for the Role

"The beautiful clothing style of the 1940s era has always fascinated me. Fabric was rationed during the war, so people learned to make do with less. Creative details using minimal fabric brought forth some beautiful designs. Over the years, I have collected several pieces."

—Costume Designer Giovanna "Gigi" Ottobro Melton

CHAPTER TWO

The second episode of any show is particularly difficult to craft, according to writer Eric Pearson.

“I volunteered for this episode because I really wanted to start writing—I hadn’t written in TV before, and the pressure of the writer’s room was not what I was used to. I just wanted to get to work as fast as possible. They told me later that Two is usually the most difficult episode to do,” Pearson laughs.

To make sure the episode packed a punch, Pearson helped create two special features: Peggy’s fight scene on the roof of a truck, and *The Captain America Adventure Hour* radio program.

“The radio show came up in the first month, when we were just talking general ideas,” Pearson says. “How can we make this 1946 Marvel-specific, and how can we make it fun?”

As a callback to traditional radio, *The Captain America Adventure Hour* was an ingenious solution. There was only one public super hero in the Marvel Universe of the 1940s—Captain America—so it stands to reason his image would have been commercialized by the entertainment industry

following his death, just as it was used to sell war bonds during his life.

“That’s why I like the radio show, because it’s just this cheeky way to see that people are using his image in sort of a mildly irresponsible way,” Executive Producer Christopher Markus says.

The more Pearson researched 1940s radio shows, the more he loved the idea. He was helped along by Executive Producer Chris Dingess’s sidesplitting radio-announcer impressions—and by the discovery of ham slapping.

“When I found ham slapping—I learned you slap a ham to make a punching sound—I wanted to be the ham-slapping guy,” Pearson says.

He never did get to slap that ham, but the comedy team assembled by Director Joe Russo did.

“It was like they had their own movie in their 90-second part of the show. Those guys had a relationship going, and they were so funny. They just jumped on to that idea,” Pearson says.

“We love it,” Executive Producer Michele Fazekas says. “Ralph Garman plays the announcer, and he’s on the radio in Los Angeles. He’s on KROQ, and we’ve been huge fans of his for years because he’s super funny, and he can do all these voices. He’s big—he’s been on *Family Guy* and *Ted*—so Tara Butters thought, ‘What about Ralph?’ And we were like, ‘That’s a great idea!’ And he’s so good. He’s got that perfect radio-announcer voice, and even Eric Pearson was saying it seems like he did research on how words were pronounced in ’40s radio—just that kind of precision. He’s amazing.”

With a classically uproarious sound crew plus a cast of Garman (Announcer), Erin Torpey (Betty Carver), and Walker Roach (Captain America), the writers knew they had a stellar ensemble. But they needed to go one step further to make the radio show seem as authentic as possible—they added product placements.

“I give full credit for the sewing-machine bit to Emily Palizzi, our office P.A. I had to do a rewrite the night after our table read, and it was pretty big because my first draft didn’t have Jarvis going into Sheldon McFee’s house with Peggy,” Pearson explains. “Joe said, ‘Peggy’s alone for too long—you already have a theme that people are trying to help her, and she’s trying to push them away.’ I was glad he said that—because he was right, and it made it much better—but I still had to turn over a whole act in one night.”





CHAPTER TWO

Asked by Pearson to write three or four pages of random dialogue for the radio show, Palizzi is responsible for the hilarious Singer Sewing Machine spot that features Betty Carver mending men's pants while they're out defending their country. Fight the good fight, Betty!

For Peggy, though, the show is a constant irritant. Betty Carver, the radio character universally recognized as a stand-in for Peggy, is exactly the kind of helpless arm-waver Peggy despises.

"We knew entertainment in this Marvel 1946 should have some relation to Captain America," Pearson says. "And how great is it not just to have the oppression from her coworkers, but also to have Peggy literally be part of a successful entertainment show as the dumb damsel in distress? I just thought it was really funny."

Initially, the creators planned a bigger part for the radio show, with Angie getting the role of Betty. But Pearson's rewrite changed even more. During the scene at McFee's house, when Peggy goes to investigate the missing milk truck, the original script called for Peggy to shoot the radio at the end of the fight.

"We didn't do it because it felt goofy," Pearson explains. "We were shooting in a place where we couldn't fire a gun, so we'd have to do a muzzle flash, then a reveal of the radio blown out. Her throwing Sheldon McFee through the table and hearing Captain America's voice say, 'Are you all right, Ms. Carver?' when she just beat the hell out of a guy 150 pounds heavier than her worked even better. Her face just said, 'I'm off the clock now, and I've still got to listen to this?'"



Milk-Truck Mayhem

The radio program added authenticity and humor to the episode. Next came the action. After tracking down the milk truck full of Nitramene and capturing Leet Brannis, Jarvis and Peggy make their escape in the truck. When Peggy hears Green Suit jump onto the roof, she climbs up to investigate, leading to a wonderfully Indiana Jones-esque moment as the two grapple for their lives.

“The truck fight came up in the discussion toward the end of that month as we started shaping the ideas we were talking about,” Pearson says. “Looking back on it now, I got really lucky that we were able to do it, because that’s a pretty big TV action moment. When I first wrote the scene, they said, ‘Great job on this \$25 million movie you wrote.’”

So the team had to scale it back. Joe Russo, just coming off of the action sequences in *Captain America: The Winter Soldier*, provided invaluable input.

“He had these great stunt people, and we just went over one day during lunch. They had just been practicing, and they showed us this fight—it was amazing. And Joe, just knowing it better than me, said, ‘All right, good! It’s too long, though. You’re doing eight moves. We need to get there in four moves.’ He just knew how to trim stuff,” Pearson says.

Stunt Coordinator Casey O’Neill had to make a few more modifications to bring the action up to speed.

“The truck showed up, and it was tiny,” O’Neill says. “It had an eight-by-six-foot ceiling, and the roof would cave in when you walked on it. So we had to reinforce the roof. We built a rollbar system inside of it and drilled holes so we could run cables up to the top of the roof.”

The cables helped secure the stunt doubles as the truck moved through Griffith Park at speeds up to 35 mph. There were four stunt people in the truck: one driving plus one double each for Jarvis, Peggy, and Green Suit.

The fight was re-shot against a green screen, with the actors secured to the truck’s roof with wires and the truck surrounded by pads for safety.

Everything went smoothly—until the crew realized they’d missed one important detail. They’d forgotten to explain how a gun winds up in the truck with Jarvis.

“We freaked out, and then we decided that when he goes to look for Mr. McFee, he finds the shotgun and decides to bring it back,” Pearson says. “That gave us the great line of Peggy asking, ‘Where’d you find this? Try not to shoot yourself in the face with it.’”

The gun, and that line, set the stage for Jarvis’s heroic moment—not as a secretly gifted warrior, but as a patient, careful observer.

“It was a great moment for the balance of Jarvis,” Pearson says. “We didn’t want him to be a secret ninja butler, but we wanted him to be resourceful and smart. He trails her in there and takes the restrictor cap off the truck. That’s really smart—because if someone tries to make a getaway, they can’t do it.”



The Boys

While Peggy is fighting on top of a truck, the guys from the SSR are right on her tail.

On the way up to New Jersey, Dooley is sleeping with his hat cocked slightly over his face—an unscripted moment that was the brainchild of actor Shea Whigham.

“I remember looking at the script, and it says, ‘Thompson drives, Dooley has the files out looking through files,’ and I’m like, ‘Nah!’ I told the director, ‘Look: Dooley’s not sleeping. He’s on the couch in his office. His stress level is high. This is a chance for Dooley to pull the hat down and take a quick siesta before getting to the next place. He’s not looking at files or being busy to be busy.’ And that really worked out well. I think it shows the human side of him. I’m always looking for those moments—they’re tiny, but they add up,” Whigham explains.

In “Bridge and Tunnel,” we begin to see hints that there’s more to Dooley than meets the eye. Whigham and the writers humanized the character in little ways, such as Dooley’s dry wit.

“You have to find the humor in there always. I’m always looking for that,” Whigham says, admitting that Dooley’s sense of humor is subtle. “You may have to listen real close—or it may be a real dry, wry sense of humor. He is pretty funny, but at the same time he’s under a lot of pressure. You have to be real with that—that’s his sense of humor,” Whigham says.



Nobody Is an Island

For this episode, the creators sought to emphasize the theme of loneliness. Peggy is overwhelmed, feeling unappreciated at work and repeatedly watching those she cares for get hurt as a result of her choices.

“She begins to put the whole world on her shoulders, and she tries to withdraw from people trying to help her,” Eric Pearson says.

The two people fighting to keep her human are Jarvis and Angie.

“Even though she is our number-one, ass-kicking heroine, eventually everybody needs backup. Everybody needs a second pair of eyes. Everybody needs someone to question them, question their first idea,” Pearson says. “We called it ‘Bridge and Tunnel’ not just because of the setting of New Jersey. Look at the verbs: Bridge is to make a connection, and tunnel is to go deeper.”

Peggy begins making connections as she dives deeper into the Stark investigation—but at constant risk to herself. With Colleen’s death in “Now Is Not the End,” Peggy knows that everyone around her is in jeopardy, too. So she strives to protect Jarvis and Angie by distancing herself from them—but neither is willing to give up on Peggy.

“Angie is just such a fun character because she’s so in everybody’s business. She’s that friend who isn’t always listening to you, and gets an idea, and will just say what she wants to happen—then make it happen,” Pearson says.

Lyndsy Fonseca agrees.

“If Angie wants to be your friend, she’s your friend,” Fonseca laughs. “Angie has very little to do with the spy world. She is the portal keeping Peggy grounded to the real world, this realistic world that Peggy is fighting for. It’s special that there’s such a supportive female relationship on TV. Just one girl, wanting to be friends. It seems like it’s always more complicated than that on television. I really respected that they made a friendship that was just true.”

That friendship is so innocent—so pure—that Peggy automatically fears it, according to Hayley Atwell.

“Losing Colleen cements in Peggy a strong need to protect Angie and to protect herself from becoming too close to people around her,” Atwell explains. “I think she envies Angie’s spirit and naivete. In many ways, Angie’s life is a lot simpler than the life Peggy leads. Angie can go about making friendships with other girls, and opening up a bottle of schnapps, and having rhubarb pie at nighttime, and getting drunk, and gossiping. And that’s not something that Peggy can ever do fully.”

Fonseca and Atwell have great chemistry, which only makes the scene in the Automat more powerful when Peggy turns down Angie’s offer to live together at the Griffith.

“The emotion when Peggy turned her down was so strong, we actually had to cut a great improv moment,” Pearson reveals.

Peggy is waiting for Jarvis to pick her up outside the Automat when Angie again confronts her about living together. Peggy turns her down, and Angie’s





pain is clear. But the two scenes—Peggy’s rejection of Angie and Jarvis’s pickup—were filmed on different days, and Atwell decided to have fun with the mood. She raced James D’Arcy to the car door to open it before the butler could even move.

“I said a penguin could walk faster. Then I ran to the car and said, ‘Too late!’ Basically Peggy was saying that Jarvis always tries to help, and to be chivalrous and gentlemanly, but Peggy doesn’t need that,” Atwell says.

It was great comedy, but it didn’t fit with the tone of the scene. Fortunately, Atwell and D’Arcy’s camaraderie would shine through in a different way. After the fight on the milk truck, Jarvis stitches up a wound in Peggy’s leg in a more intimate scene.

“Jarvis stitching Peggy up is my favorite scene. It didn’t change much from

the script, and they acted it beautifully. I feel like I got to address her love and loss for Steve without being heavy-handed,” Pearson says.

Pearson also credits Joe Russo for the scene’s success.

“When he set up the scene, he told Hayley and James, ‘My philosophy is, you get one dollar of emotion to spend per episode of TV, and you need to be smart about where you spend it. But I think you guys should spend most of your dollar in this scene.’ They both loved that note. They did one take, and he called ‘cut’ and yelled out, ‘Hey, D’Arcy, you just spent ten bucks!’” Pearson laughs.

The scene is poignant, from D’Arcy’s sincerity to Atwell’s embarrassed laugh when she learns that Howard said Steve Rogers relied on her.

Something clicks in Peggy that allows her to accept that she must take not only physical risks, but also emotional ones. She owes it to herself, and to the people who care for her.

Photo Time-Bomb?

Back at the SSR, Sousa has been trying to track down the mysterious blonde seen in Spider Raymond’s club the night of his murder. When Peggy returns the next day, tension builds as she walks toward Sousa’s desk—where Thompson, Sousa, and Dooley are looking at the photos that might reveal Peggy’s disguise.

In trademark fashion, the show disperses the tension with humor: It turns out the blonde is facing away from the camera, and the guys are just joking about a boxer.

Peggy—and her secret mission—are safe...for now.







SSR CLASSIFIED DOCUMENT

CASE #: 003

CASE ID: Time and Tide

DIRECTOR: Scott Winant

WRITER: Andi Bushell

AIRDATE: January 13, 2015

MISSION BRIEF

Dooley and Krzeminski investigate Green Suit's hotel room and discover a typewriter. Sousa, meanwhile, has tracked the license plate discovered in "Bridge and Tunnel" back to Howard. Howard is hiding abroad, so Sousa and Thompson instead interrogate Jarvis. Jarvis pleads ignorance, but Thompson reveals Jarvis's dishonorable discharge, and threatens to have the butler and his wife deported. When Jarvis remains silent, Thompson drops the real bomb: He knows Jarvis was accused of treason—and that Howard saved him. Under intense pressure, Jarvis begins to break—and Peggy is forced to feign incompetence to interrupt the interrogation and rescue him, earning her a stern reprimand from Dooley. With no new leads, she realizes it's time to return to the source.

Peggy and Jarvis investigate the hole in Howard's vault from which the WMDs were stolen, and follow the trail into the sewer system leading to the ocean. They head to the docks and find the weapons on board *The Heartbreak*, a vessel bearing the symbol Brannis drew for Peggy before he died. Peggy wants to report in to the SSR—but Jarvis reminds her that to do so, she would have to reveal her link to Howard. She relents, and Jarvis leaves the boat to find a pay phone. As Jarvis anonymously tips off the SSR to their location, Peggy is attacked by a hulking man named Zandow—one of Brannis's former associates. She manages to get the better of Zandow, but there's no time to interrogate him as Sousa and Krzeminski arrive, and Peggy and Jarvis must flee the scene. Krzeminski is transporting Zandow back to SSR headquarters—and Zandow is about to identify Peggy as the mysterious blonde in Spider Raymond's club—when an unidentified assassin kills them both. Peggy returns to the office and learns the news. The grief in the room is palpable as Dooley declares that Howard Stark is responsible—and that he will be brought to justice.

Dressing for the Role

"Peggy's outfits are all custom-made in multiples because of all the scripted action. For her undercover missions, sometimes wearing pants was necessary for kicking ass and taking names. To accommodate all the stunts in the script, it was necessary to find reproduced vintage footwear."

—Costume Designer Giovanna "Gigi" Ottobre Melton



In this episode, Peggy's last shreds of credibility with her coworkers in the SSR are lost when she must come to Jarvis's rescue. Her ploy—in which she “accidentally” ruins the interrogation by walking in and loudly stating that she mistakenly took Dooley's stolen-car report—snaps Jarvis out of the fear that Thompson has instilled. Jarvis is able to keep his mouth shut, but the damage for Peggy is already done. Fortunately for Jarvis—and Howard—Peggy does what's right, not what's best for her pride.

“She's always got a sense of the greater cause, and that comes from having known Steve Rogers,” Hayley Atwell says. “She has this strong sense of purpose in her life. And once Peggy realizes something is right, she almost sees it as her responsibility—she has no choice but to do the right thing, even if that means sacrifices and personal costs. And I think she's gotten that from Captain America. Having lost him, that's given her a stronger sense of purpose and drive to carry on his work. So it gives her added strength that in this situation, this is what Steve would do.”

Despite her enormous sacrifice on his behalf, Jarvis remains reluctant to open up to Peggy about his past.

“That's not the kind of thing that people discuss—certainly not British

people,” James D'Arcy says. “That conversation is a very modern conversation. People didn't talk about the war. The fact that he talked about it at all is because of his trust of Peggy. He also knows that if he doesn't give her something, she's going to stop doing what he needs her to do.”

The reluctant confession further cements Peggy and Jarvis's bond—now they've both put something on the line. But the time for personal unburdening passes quickly as they return to Howard's vault and wind up in the sewers. To create the creepy, suspenseful scene, Special Effects Supervisor Ken Clark wanted to use a practical set—not CGI. Clark and his crew created movement using a garden hose—and a lot of water—and built the set to recycle the water.

“We fortified the stage so it was watertight,” Clark explains. “It's kind of hard to get water flowing on a flat surface, so you have to add volume to it. We also added a ripple effect that I thought the director of photography might like, since that's what causes the light effect you sometimes see on the walls in sewer scenes.”

Director of Photography Gabriel Beristain was concerned with the lighting conditions in the sewer, but says the scene turned out beautifully.

“So the director said, ‘Okay, we're going to have bolts of light coming from the roof.’ It was a great concept. Then we stood the cameras around there, and when they started walking, it became a Steadicam shot,” Beristain explains. “Originally, I thought the Steadicam shot would be very pedestrian, and that this scene was going to be difficult to light, and that it wasn't going to work. I was looking at the monitor—at how the characters were coming from shadow into light, from shadow into light—and even though sometimes the characters were in deep shadow, we were never losing them. Suddenly I realized that this shot, in this particular situation, was absolutely the way to go, and it was perfect.”

Location, Location, Location

The creators were able to secure another special location—one they didn't have to build. For Howard's home, they chose Greystone Mansion, a Tudor Revival in Beverly Hills. The mansion has been used for everything from a Meatloaf music video to the first X-Men movie, and its staircase is considered one of the most famous sets in Hollywood.







Atrocious Accent

Jarvis's anonymous call to the SSR was a struggle for James D'Arcy—but not in the way you'd expect. To disguise his voice, Jarvis tries to put on an American accent.

"I had worked very hard on an American accent, and then to have to do it badly was more surprising," D'Arcy says. "I was trying to do an American accent with a lot of English-ness attached to it. That was quite challenging. And the night that we shot it, there was a huge thunderstorm. It was 5 a.m.; everybody was tired and just trying to race to get through what they had to do. The director had me do it five different ways, from a good American accent to a really, really bad American accent. It was very fun."

The Strongman

Back on the boat, Jerome Zandow, whom dedicated fans might recognize as the circus strongman from 1941's *Captain America Comics* #5, gets the drop on Peggy. The scene reminds viewers that Peggy isn't perfect: With no time to plan, without any weapons, and facing a stronger opponent, it seems she may lose the fight.

Luckily, Jarvis is there to save the day! Except, he doesn't quite.

"We didn't want to have him come in and save the day," Stunt Coordinator Casey O'Neill says.

Instead, Jarvis manages to distract Zandow just long enough for Peggy to attack him with the Constrictor, and the two make their escape moments before the other SSR agents arrive.

Death of an Agent

Perhaps the most shocking moment of "Tide and Tide" is Krzeminski's murder. His death changes the entire mood at the SSR. Both Dooley and Thompson use Krzeminski's name as a kind of rallying cry in this and future episodes. His death is the impetus to kick the investigation into high gear—and a reason to truly hate Howard.

For Peggy, though, the tragedy provides an opportunity for her to take Jarvis's advice about opening up. She tells Angie about the murder, allowing herself a moment of vulnerability. Her tears are a peace offering to Angie, who has been feeling rejected due to Peggy's frequent and inexplicable brushoffs.



A New Friend

With the exit of one character comes the entrance of another: Dottie Underwood, the naive dancer from Iowa. Miriam Fry introduces Dottie to Angie and Peggy as their new neighbor, though both women are too busy at the time to give her a warm welcome.

But as we'll see in the next episode, Dottie is not quite who she seems.





SSR CLASSIFIED DOCUMENT

CASE #: 004

CASE ID: The Blitzkrieg Button

DIRECTOR: Stephen Cragg

WRITER: Brant Englestein

AIRDATE: January 27, 2015

MISSION BRIEF

After learning that Leet Brannis and the man in the green suit—now identified as Sasha Demidov—were Soviet soldiers believed to have died during the World War II Battle of Finow, Cief Dooley travels to Germany to question Colonel Ernst Mueller, the convicted Nazi war criminal who led the German troops in the battle. Though he doesn't learn how Brannis and Demidov survived, Dooley does discover that by the time Mueller and his troops arrived at Finow, the opposing Soviet force already had been massacred. Thompson is in charge during Dooley's absence—which means Peggy's taking lunch orders. While Thompson and Sousa interrogate a drifter who may be able to identify Peggy and Jarvis from the Brannis crime scene, Peggy meets Jarvis on his way to pick up Howard, who has been smuggled back into the country. The smuggler, Otto Mink, wants more money for such a dangerous job, and he sends his henchmen to extort Jarvis. Peggy makes short work of the thugs, but they escape and report their failure to Mink.

Howard gives Peggy a camera pen and asks her to sneak into the SSR lab so he can identify which of his inventions they've collected. He recognizes one of the items as the Blitzkrieg Button, which he claims can cause a permanent citywide blackout. Peggy breaks back into the lab to steal the device and keep it safe, but she's lost her patience with Howard's games. She opens the housing to find it conceals a vial of Captain America's blood. Furious with Howard for lying to her—despite his claims the blood is necessary to save lives—she hides the vial in her room at the Griffith. Meanwhile, Mink sneaks into the boarding house, but is confronted by Peggy's new neighbor, Dottie Underwood. He threatens her with a pistol, but Dottie murders him in an acrobatic assault. At the SSR, Dooley has returned. Sousa's lead on the drifter didn't pan out—Peggy is safe for now—but he's starting to put the pieces together. Thompson puts another nail in Howard's coffin: The millionaire's plane was seen at the Finow airfield one day after the supposed battle. As Dooley considers next steps, the Leviathan typewriter begins typing.

Dressing for the Role

"The Griffith is based on New York's real Barbizon Hotel for Women. The hotel was famous for housing some of the most beautiful girls in the world. Parents would send their daughters there for safekeeping under the watchful eye of chaperones while they worked or attended college. Men were always attempting to sneak in above the first floor."

"Stark is on the run, so I designed him to be rich, comfortable, and sexy—all rolled up into one. I had a lot of fun with it."

—Costume Designer Giovanna "Gigi" Ottobre-Melton



All of Howard's stolen inventions been recovered. But instead of easing the tension, this episode kicks it up a notch: Peggy is betrayed by a trusted ally, and a dangerous new player is introduced.

"In terms of plot, 'The Blitzkrieg Button' is my favorite," Hayley Atwell says. "Someone could watch the first episode and assume that the whole series would be about finding a weapon a week. And that's what becomes exciting about 'The Blitzkrieg Button': It takes a much darker turn. We discover that Howard's been hiding Steve's blood, and that Dottie's a badass—and she's evil."

Brant Englestein looked to the show's unique characters while writing "The Blitzkrieg Button."

"There are the action set pieces, the Marvel characters, and the glowing orbs—but for me what makes the show special are the relationships," he says. "When you can put a character as strong-willed as Peggy Carter in a room with homebody Edwin Jarvis or slimy-smart Howard Stark or supercilious Jack Thompson, the scenes flow. These are strong characters who deal with each other in unique ways. No matter how many guns, runaway cars, and explosions there are, at the end of the day the most exciting sparks

happen between two actors. And our cast is so good and so versatile that you can put any two of them together and end up with an awesome scene."

Some of those special relationships stem straight from the comics. Though viewers won't meet the Howling Commandos until the next episode, one of the outfit's first enemies is introduced here: Nazi Colonel Ernst Mueller. In the comics, Mueller is a member of Baron Wolfgang von Strucker's Blitzkrieg Squad, tasked to kill Nick Fury and his team—an assignment perhaps hinted at in Mueller's war-criminal conviction and death-penalty sentence.

But "The Blitzkrieg Button" is surprisingly absent of violence. Englestein was nervous about writing the episode because its action-oriented predecessors had incorporated large-scale fight scenes.

"But then we shot the scene where Peggy confronts Howard about his lies," Englestein explains. "Hayley and Dominic were both so electric that I realized this was as powerful as any action scene could be."

This key scene almost didn't make the cut. In the original series outline, the vial containing Captain America's blood wasn't revealed until the finale. "But when we started laying out the episodes in greater detail, we realized that the emotional impact of the vial might not resonate as strongly because the last episode was going to have so much action and information already," Englestein says.

Englestein also had intended for Otto Mink's murder to intercut with Peggy and Howard's argument. "But the second we filmed Hayley and Dominic's riveting performances, we knew you'd never want to cut away," he says.

Playing the two moments as separate scenes allows Peggy and Howard's emotions to take center stage—and makes the reveal of Dottie's true nature even more shocking.

Lies and games abound throughout the episode, but the real wolf in sheep's clothing is Dottie—formerly seen as a sweet girl who just wants a pickle container for her purse. The development is another example of the creators' love for noir twist: Just as viewers come to believe Otto is a significant threat, Dottie coldly eliminates him. Who is she really—friend or a foe? All the audience knows is that she's much more dangerous than she pretends to be.



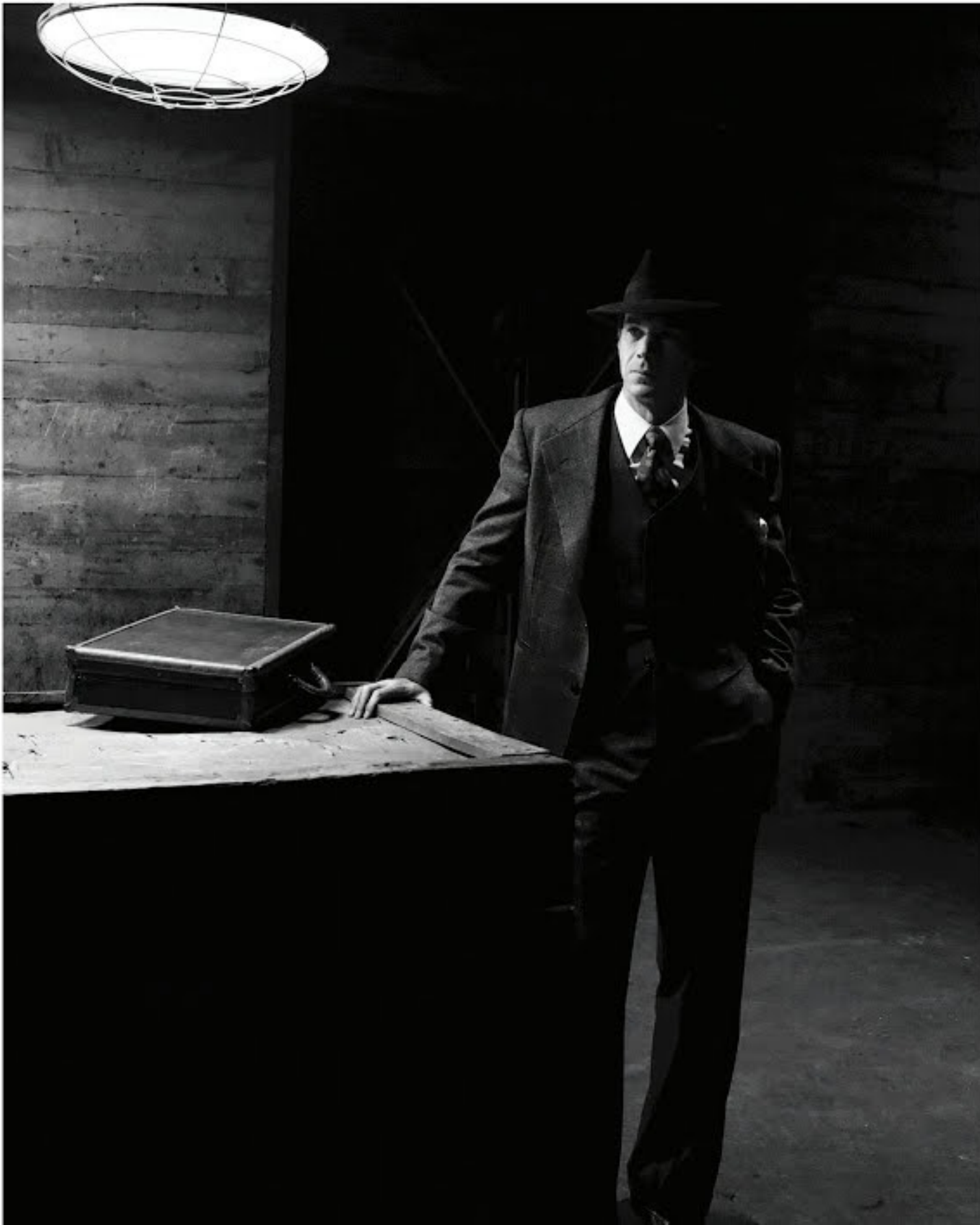
CHAPTER TWO



Sweet Lies

Characters bend the truth in almost every scene. Jarvis lies to the thugs. Those thugs lie to Otto Mink. Howard and Jarvis lie to Peggy about the Blitzkrieg Button. The drifter lies to Sousa and Thompson. Dooley lies to Mueller. Peggy lies to Miriam, matron of the Griffith. And Dottie—she's lying to *everyone*. Honesty is nobody's policy.

"When Peggy realizes that Stark has been lying to her, she also realizes that she had been lying to herself about her place in a chauvinistic world," Englestein explains. "I think that every character truly thought their lie was acceptable in the moment they were saying it. But at the end of the episode, Peggy decides to seek the truth—even though her life may be the worse for it."





Tears and Laughter

Hayley Atwell relished the challenge of Peggy's confrontation with Howard.

"That was my favorite scene to do with Dominic—that emotional scene where she confronts him and says, 'You betrayed me'—because I feel like it's a face-off between two characters, and it becomes purely about the acting," she says. "I think that's why I got into the business in the first place: to do scenes like that."

Crying on cue—and making it look natural—can be difficult for any performer, but Atwell says she had particular trouble with the technique until another actor taught her a trick during a sonnet performance in drama school. "She got me to remember something that was related to the sonnet from my past," Atwell recalls. "I could barely get through the sonnet, I was crying so much. Then she said a great thing to me: 'Now do it again, but try not to cry.' It's far more effective and far more interesting to watch than someone who's just breaking down and letting go."

Atwell's performance allows the audience to see how difficult it is for Peggy to put her feelings of betrayal into words. But despite her personal suffering, Peggy says what needs to be said and does what needs to be done.

"If it's written well, then it's easy to cry, because it's all in the writing. And if you serve the text of good words, then it steers you emotionally into how to play it," Atwell says.

Despite the episode's heavy emotional content, it also includes plenty of humor. In a scene that rolled into Twitter jokes, the Griffith girls share their food-stealing secrets, and housemate Carol reveals her purse's "chicken pocket." The SSR scientists, unable to decipher Howard's advanced technology, repeatedly light themselves on fire while trying to parse his inventions. No matter the emotional stakes, "The Blitzkrieg Button" never lets the audience stay sad for long.

Even the heartbreaking scene in which Peggy turns away Jarvis—and Jarvis tells Howard just how much it stings—is broken up by the surprise appearance of Marvel's beloved Stan Lee.

"Stories that remain a single tone throughout are often boring," Englestein says. "Contrast is key to both comedy and tragedy. Without the humor, the tragedy would not feel so tragic. And without the sadness, the comedy would not feel so funny."







SSR CLASSIFIED DOCUMENT

CASE #: 005

CASE ID: The Iron Ceiling

DIRECTOR: Peter Leto

WRITER: Jose Molina

AIRDATE: February 3, 2015

MISSION BRIEF

In 1937, a group of girls engage in combat training at a Russian boarding school. The instructors are harsh; the fighting is advanced. The girls learn English from American cartoons and sleep chained to their beds. Young Dottie Underwood—or so we will come to know her—befriends another girl, only to kill her with no hesitation upon the instructor's command. In 1946, Peggy decrypts an encoded message from Leviathan, received via a long-range transmitter hidden inside Sasha Demidov's typewriter. The communique claims Howard will sell his inventions to Leviathan at a Soviet military complex. Sent to stop the sale and apprehend Howard, Thompson is forced to take Peggy when she enlists the help of her wartime comrades, the Howling Commandos. Sousa is tricked into walking in on Peggy as she changes clothes for the mission and notices distinctive scars on her shoulder.

In Russia, Thompson begins to see Peggy in a new light, and she becomes the de facto leader of the combined group. The SSR agents and Howling Commandos discover the training school, where girls are taught to infiltrate the United States as sleeper agents. But this is no rescue mission: It's a trap. One of the girls kills Commando Junior Juniper just before Soviet soldiers attack the team. Thompson freezes under fire, but Peggy leads the escape, also managing to rescue imprisoned psychiatrist Dr. Ivchenko. On the flight back, Thompson reveals to Peggy that he doesn't deserve the medal he was awarded during World War II. He didn't single-handedly stop a vicious attack by Japanese soldiers—he killed tired men who had come to surrender. Consumed with guilt, Thompson has kept the truth secret. Peggy is the only other person who knows. While Peggy is away, Dottie breaks into her apartment and discovers the photos of Howard's inventions. Meanwhile, Dooley is still searching for the truth behind the Battle of Fidow. He learns that Howard was part of the U.S. cleanup—and that he walked away from a contract with the Army after an argument with a now-deceased general. Back in the office, Sousa finally recognizes Peggy's scars: They match those of the blonde from Spider Raymond's nightclub.

Dressing for the Role

"While in Russia, we meet up with the Howling Commandos—Dum Dum Dugan, Happy Sam Sawyer, Pinkie Pinkerton, and Junior Juniper—who work side-by-side with our SSR agents. For their look, I wanted to keep a threaded continuity to the Howling Commandos style seen in the past."

—Costume Designer Giovanna "Gigi" Ottobre-Melton

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The episode's flashback to 1937 Russia is the first cinematic look at the Red Room, a precursor to the Black Widow program, where girls are trained to become deep-cover assassins and sleeper agents. The Red Room originates from the comic-book backstory of Avenger Natasha Romanoff—who, like Dottie Underwood, was drilled in the arts of cruelty and death.

One of the girls, later known as Dottie, breaks off a piece of her bread and offers it to another child. The two share a smile. Then ten-year-old Dottie snaps the girl's neck at a nod from her instructor.

So how do you find a bunch of ten-year-old girls who can fight? According to Production Manager Sara White, the show's stunt performers were a major help.

"We found a couple different karate classes through the stunt community. We had them send us pictures and audition tapes, then backed into the role based on what they could do," White explains.

The Red Room scenes were filmed at the Hollywood Studio Club, which also served as the real-life inspiration for the Griffith. The Hollywood Studio Club was a chaperoned dormitory for young women involved in the motion-picture industry from 1916 to 1975. Like those at the Griffith, the matrons of the house sought to protect young women—including such future luminaries as Barbara Eden, Kim Novak, and Marilyn Monroe—from the dangers of men and "unladylike" lifestyles.



Dottie's Web

Dottie offers Peggy her bread over breakfast at the Automat while asking for sightseeing advice. Peggy seems distracted, yet tells Dottie that the spirit of New York—of liberty— isn't found in statues and landmarks, but in its people. "You sound just like Captain America," remarks a wide-eyed Dottie—and she's right in more ways than one. Peggy's advice is reminiscent of Steve Rogers' speech to her on the morning of his transformation in Marvel's *Captain America: The First Avenger*.

"That spirit of 'never give up, never surrender' drove Peggy's arc in the script," writer Jose Molina says. "I actually had her reprising some of this speech in my first draft: Steve may not realize it at the moment, but he's speaking right to the heart and soul of Peggy, and it's his pure and un-cynical worldview that wins him Peggy's respect and affection. It was important to me to keep the ideals of Captain America front and center in Peggy's mind. I wanted her to be at her lowest, but not seem her lowest. When she gives Dottie sightseeing advice, she's reminding herself of her better angels—reminding herself to keep fighting, even after the disappointing events of the previous episode."

After this rousing speech, Dottie "accidentally" knocks over Peggy's purse, using the distraction to pocket Peggy's keys. It's a tactic Peggy should recognize, as she commonly uses it on men: Dottie is pretending to be less dangerous than she is.





The Leviathan Typewriter

At the SSR, the agents are trying to decode the message delivered by the Leviathan typewriter found in Sasha Demidov's room.

Special Effects Supervisor Ken Clark says the self-typing typewriter was an immediate concern—it even came up during his interview.

“Louis D’Esposito said, ‘How are you going to do the typewriter?’ I said, ‘Typewriter?’ I hadn’t even read the script yet,” Clark laughs.

Clark’s solution was to place a second typewriter under the desk and attach strings to the keys of the first. In all, Clark estimates there were sixty-three different strings tied to letters and punctuation marks.

During the scenes, Property Master Sean Mannion sat below the desk to type the message, creating the ghostly effect of the Leviathan transmitter typing on its own.

“That was hands-on,” Clark smirks, unable to resist the pun.

When Peggy is able to both decode the message and convince the 107th Regiment—A.K.A. the Howling Commandos—to throw in with the SSR, Dooley allows her to join the mission to the Horka Forest at the Russian border.



Property Master Sean Mannion prepares the Leviathan typewriter for filming.

Russia in Canyon County

"I honestly got a little lucky when I was assigned to write 'The Iron Ceiling,'" Molina says. "We knew right away that it would feature a big trip to Russia and probably include the Howling Commandos. If anything, we were afraid that what we had in mind would be un-produceable because of the scope we wanted to capture. Director Peter Leto and Producer Sara White kicked a lot of ass for us to get away with as much as we did."

Locations Manager Nancy Haecker had her work cut out for her—re-creating snowy Russia in sunny California was no easy feat.

"Finding the right trees in Southern California—ones that would look like Russian trees—was difficult.

There're a lot of pines and weeping willow trees that you'd never see in Russia. We are very attuned to detail here," Haecker explains.

She eventually chose the Disney Golden Oak Ranch, one of the few remaining movie ranches. "We shot in a newly planted pine grove, which worked great for this area of Russia," Haecker says.

Director of Photography Gabriel Beristain wanted the Russian setting to appear distinct. For Chief Lighting Technician Eric West, that meant a new color scheme.

"We experiment a lot with color," West says. "We wanted Russia to feel a little bit different, so Gabby and I came up with a recipe for this lavender-type gel. We ended up using it as moonlight, because I wanted to get away from traditional blue moonlight."

Even with a problem-solving crew, Molina knew portions of his script would have to change to accommodate a TV structure. "When Tara Butters read my first

draft, her first reaction was, 'It's an awesome movie!' At the first production meeting, the first words out of Production Designer Michael Wylie's mouth were, 'So...there are a lot of sets in this one.' My response: 'I know. It was fun writing it.' The whole room cracked up because they realized I wasn't crazy enough to actually ask them to produce something that was impossible," Molina laughs. "Wylie had some great, constructive thoughts about how to condense some of the work while actually making it cooler. In the script, I had zip lines, and superheated bolt cutters, and knockout gas, and crossbows—none of which you'll miss in the final product."



CHAPTER TWO

Peggy Carter and Her Howling Commandos

The Howling Commandos of World War II's 107th Infantry Regiment first appeared in comics in 1963 in *Sgt. Fury and His Howling Commandos #1*. In Marvel's *Captain America: The First Avenger*, the elite combat unit takes shape after Steve Rogers rescues Bucky Barnes and the future Howlers from Hydra's clutches. The film introduced Timothy "Dum Dum" Dugan, Jim Morita, Gabe Jones, Jacques Dernier, and James Montgomery Falsworth—a roster *Marvel's Agent Carter* expanded with Jonathan "Junior" Juniper, Percival "Pinky" Pinkerton, and "Happy" Sam Sawyer. But not everyone from the film was able to return.

"We knew we wanted the Commandos, but we didn't know which actors we'd have available to us until the last few weeks leading up to the shoot. Ken Choi and Derek Luke—both of whom wanted to reprise their roles—were unavailable," Molina says. "But as much as I wanted to write those fan favorites, I can't tell you how much I enjoyed writing Happy Sam, Junior, and Pinky. In fact, I had too much fun—so much so that I had to cut a lot of the interactions between the Commandos to make the script manageable."

Choosing which comic-book Howlers he would introduce was a highlight of the writing process for Molina. "It was a no-brainer, really, especially because I got to introduce a gay character—Pinky Pinkerton—into the MCU," he says.

Howling Commandos Junior Juniper (top left), Dum Dum Dugan (top right), Pinky Pinkerton (bottom left), and Happy Sam Sawyer (bottom right).



MEET THE HOWLING COMMANDOS

SGT. NICK FURY:

SIX FOOT TWO OF STEEL-MUSCLED, IRON-NERVED FIGHTING MAN! FURY BELIEVES IN MAKING HIS MEN FEAR HIM SO MUCH THAT THEY WOULD RATHER FACE HOPELESS ODDS THAN FACE HIS ANGER! IT'S RUMORED THAT HE'S REALLY GOT A HEART, BUT NO ONE CAN PROVE IT!

ROBERT "REBEL" RALSTON:

THIS LEAN EX-JOCKEY FROM THE BLUE-GRASS COUNTRY OF KENTUCKY IS A LOT TOUGHER THAN HIS SMALL SIZE MAKES HIM APPEAR! AND THERE ARE PLENTY OF MISSING-IN-ACTION NAZIS AND FASCISTS TO PROVE IT!

CORPORAL "DUM-DUM" DUGAN:

THIS ONE-TIME CIRCUS STRONGMAN IS SGT. FURY'S GOOD RIGHT ARM! POWERFUL, FEARLESS, AND EASY-GOING, HE'S A ROARING TIGER WHEN THE CHIPS ARE DOWN!

GABRIEL JONES:

"GABE" USED TO BLOW THE SWEETEST TRUMPET THIS SIDE OF CARNEGIE HALL! NOW HE GIVES OUT WITH THE HOT LICKS ON THE FIELD OF BATTLE ...BUT HIS NOTES ARE JUST AS TRUE, AND HIS HAND AND HEART AS STEADY AS EVER!

IZZY COHEN:

THIS SCRAPPY, TOUGH MASTER MECHANIC LOVES MACHINERY THE WAY SOME MEN LOVE FAME AND FORTUNE! HE CAN REPAIR ANYTHING... EXCEPT THE SORROW IN HIS SOUL WHEN HE REMEMBERS THE FATE OF HIS RELATIVES IN EUROPE AT THE HANDS OF THE MAD LITTLE MAN WITH THE MOUSTACHE!

JONATHAN "JUNIOR" JUNIPER:

FRESH OUT OF AN IVY-LEAGUE COLLEGE, JUNIOR IS THE CHEERFUL EAGER-BE-AVER OF THE GROUP! BUT DON'T LET HIS YOUTHFUL SMILE FOOL YOU! HE'S FAST AS A PANTHER, AND JUST AS DANGEROUS!

DINO MANELLI:

YOU MIGHT HAVE SEEN HIM IN THE MOVIES, UNDER ANOTHER NAME! FOR THIS HANDSOME SWASHBUCKLER GAVE UP A PROMISING CAREER AS AN ACTOR IN ORDER TO REPAY THE COUNTRY HE LOVES FOR ALL IT HAS GIVEN HIM!



There was one idea, though, that Molina couldn't touch. "Silly trivia: I wanted to promote Dum Dum Dugan from corporal to sergeant, but Neal McDonough turned down the promotion. His signature Dum Dum hat is a souvenir from *The First Avenger*, and he didn't want it altered in any way," Molina says.

In another Marvel Easter Egg, Junior Juniper—who is killed in this episode—is known for his death in the comics. In 1963, he became one of the first major characters to die in a Marvel series, and the only Howler to fall in battle during the war. He also really did coin the term "Howling Commandos," just as he claims in the episode.

The Howling Commandos of the MCU have a strong rapport with Peggy, who worked closely with the squad during World War II.

"If I had to pick a favorite moment from my episode," Molina says, "it would be the conversation between Peggy and Dum Dum in the back of the truck. The button for that scene—Dum Dum's 'I miss him, too'—was something I pitched in the very first version of the story, and it stuck. Neal McDonough couldn't have nailed it harder."

When the Howling Commandos rendezvous with the SSR, Peggy's coworkers are clearly in awe—a reaction that surprises Dum Dum, who points out that Peggy's war record rivals theirs.



CHAPTER TWO





An Unlikely Pair

The connection between Peggy and Jarvis is undeniable, but Peggy also bonds with other characters—including Thompson.

“They have great chemistry in ‘The Iron Ceiling,’ especially,” Casting Director Sarah Halley Finn says. “You think you know Thompson—he’s just a chauvinistic, arrogant, opportunistic jerk—and then you can see that there’s something else going on, and you just don’t know what it is.”

Seeing Peggy with her old war comrades—and in action against Leviathan—triggers a change in Thompson’s relationship with her.

“I think he starts to respect Peggy at that point. He had no idea what Peggy was capable of, and then he gets to witness it firsthand,” Chad Michael Murray says.

On the flight back to the United States, Thompson admits that the men he killed in Japan—whose deaths earned him his war medal—actually were attempting to surrender.

“He’s been carrying this dark secret, and he’s been riddled with pain,” Murray says. “He took the lives of innocent men, and he’s had to carry that baggage.”

Thompson struggles to uphold his war-hero image, all the while burdened by the crushing truth of his own shortcomings—mistakes are not permissible in his masculine world.

“I don’t know how many people would do something different in that position,” Murray says. “You’re on night watch, and someone walks into your camp; you’re not thinking, ‘I wonder if they have a white flag.’ You’re thinking, ‘Holy cow, how do I keep my platoon safe?’ He acted before he noticed the flags, and that was it. He’s had to deal with the repercussions ever since. For him to finally unload—that was a huge step for Jack.”

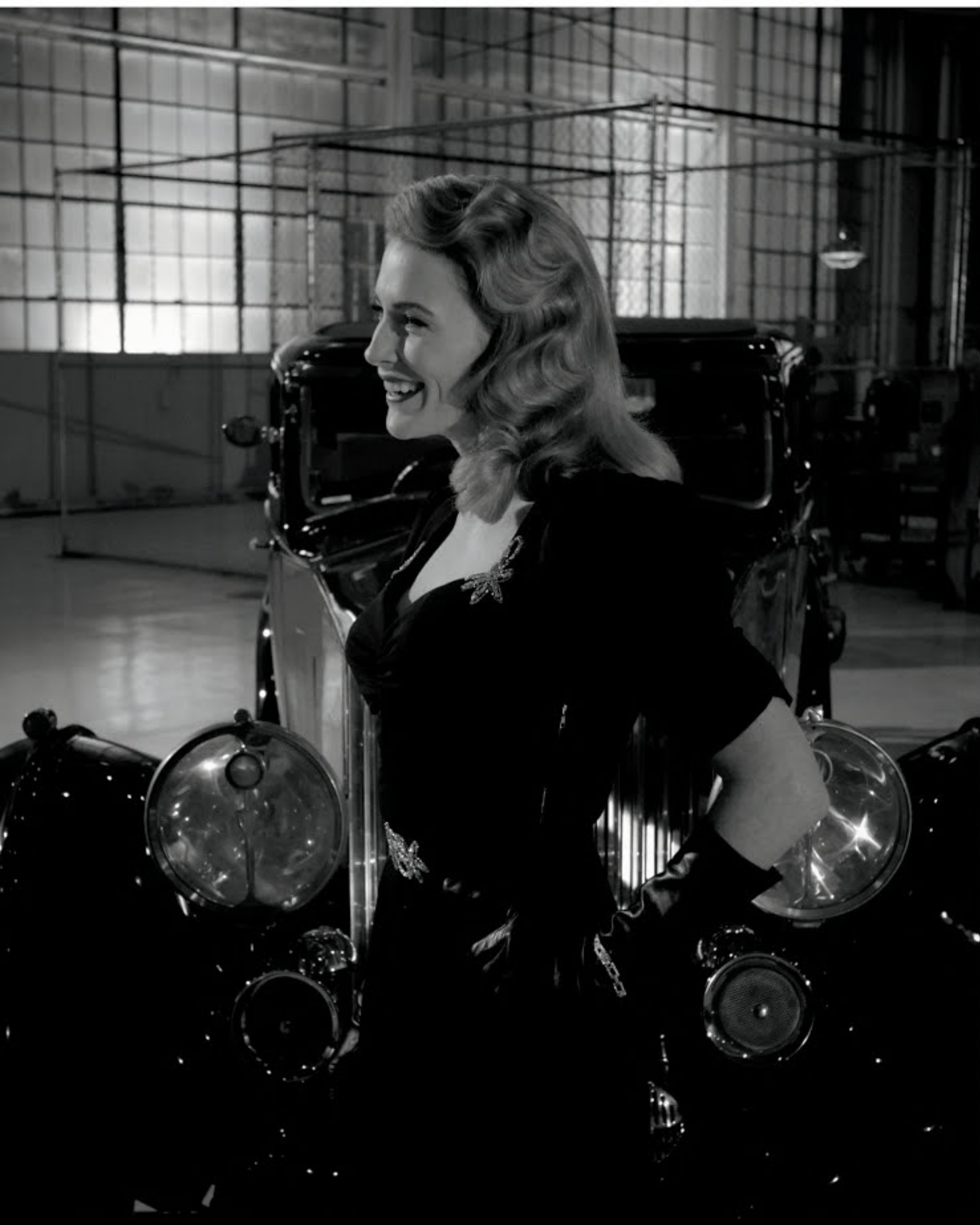
Peggy, for one, knows what it’s like to playact the standards of her gender, and her compassionate response to Thompson’s confession offers new complexity to the show’s nuanced themes. “I think Peggy is someone who is not necessarily too quick to judge,” Hayley Atwell says. “I think she’s someone who, once she understands someone’s motives, finds it much easier to forgive them or to have respect for them.”

Not that it’s all roses for the contentious pair. Peggy and Thompson will remain at odds until all secrets—including Peggy’s—are revealed.

“It’s the one relationship that begins to develop and then becomes stunted again,” Atwell explains. “They find a connection, and then it disintegrates.”

At the conclusion of the mission, Peggy says goodbye to the Howling Commandos, turning down an offer to join their ranks.

“It’s always going to be there for her,” Atwell says. “She has a mission to complete—the task that Howard set to her—and I don’t think she’s one who would give up on something she’s in the middle of just because she gets a better offer. She’s loyal.”



Fox in the Henhouse

While Peggy is overseas, Dottie uses the key she stole from Peggy's purse to gain access to her room. The scene is creepy and invasive, with Dottie rifling through Peggy's belongings, looking at her photos, and even sniffing her Sweet Dreams lipstick.

"She is totally intrigued by Peggy," Bridget Regan says. "She's never seen a woman with this much power who is also able to feel emotion. When I go into Peggy's room, and I'm stopped by this photo on the vanity, there's a moment where Dottie's thinking, 'What is this? What is this attachment, this affection, this love?' And yet Peggy is capable of violence, and she's strong, and she's in this man's world doing well. So I think Dottie is completely baffled by Peggy. Who is she? How does she get to do this?"

Peggy's identity is complicated, but not contradictory. She is a woman; she is a war veteran; she is an SSR agent. The idea of integrated roles is new to Dottie, who concocts multiple, opposing identities but never finds her own cohesive narrative.

"Dottie's envious of her," Regan says. "She's never seen anyone like her before, and she wants to step inside of her skin and see if she could play Peggy. Why not? She even says, 'Maybe I'll be an SSR agent next. What will you think of that?'"

In Her Element

As Peggy leaves Dooley's office at episode's end, Dooley says, "Good work, Carter." Peggy's look of shock and pleasure demonstrates the enormity of the moment: She's finally being recognized for her work. After the debriefing, Thompson even invites her out for drinks with the guys.

But nothing's ever that simple. While Peggy celebrates, Sousa stays behind. Peggy's lone ally in the office is now the only person, outside of Howard and Jarvis, who might recognize just how deeply she's involved in the hunt for the Stark weapons—and in Krzeminski's death.

"I think it's fun that the audience knows what he doesn't know—that he's investigating one of his own," Enver Gjokaj says. "He's simply trying to find Krzeminski's murderer. He gets the rug pulled out from under him."







SSR CLASSIFIED DOCUMENT

CASE #: 006

CASE ID: A Sin to Err

DIRECTOR: Stephen Williams

WRITER: Lindsey Allen

AIRDATE: February 10, 2015

MISSION BRIEF

Peggy realizes one of the Russian facility's sleeper agents must have gotten close to Howard. Recalling the handcuffs found on all the beds, Peggy and Jarvis investigate Howard's love interests of the past six months, seeking a woman with scars on her wrists. Sousa meets in prison with Sheldon McFee, the milk-truck driver, and confirms that Peggy is the woman who cornered McFee before the SSR arrived at his house. At the office, Dooley has started spending a little too much time with Dr. Ivchenko, the rescued Russian psychiatrist. But before Ivchenko can fully hypnotize Dooley—for purposes yet unrevealed—Sousa interrupts to break the news that Peggy is a traitor. Dooley tasks all agents with tracking her down—but when they eventually find Peggy and Jarvis, she fights them off and escapes.

During the commotion, Dottie sets up shop across the street from the SSR, killing a dentist in the process, and points a rifle at Ivchenko—only to send him a message via Morse code. Ivchenko responds, telling her he needs more time to find the Stark invention he requires—and to kill Agent Carter. Peggy retrieves Captain America's blood from the Griffith, but Thompson and Sousa are hot on her tail. Angie manages to distract them, and Peggy makes what looks like a narrow escape—until Dottie confronts Peggy in the hallway and kisses her on the lips. As Peggy falls to the floor, she realizes Dottie is wearing her Sweet Dreams lipstick—the same lipstick she used to incapacitate Spider Raymond in "Now Is Not the End." Dottie is about to kill Peggy when Thompson and Sousa arrive. Dottie feigns ignorance, and the agents arrest Peggy.

Dressing for the Role

"For the women, the large shoulder pads and nipped waistlines gave them the perfect hourglass shape. Skirts were knee-length in the early half of the 1940s, and then hemlines dropped to mid-calf post-war in 1947. Fabric had been rationed during the war, so it was a 'mend and make do' mentality."

—Costume Designer Giovanna "Gigi" Ottobre-Melton



The jig is up as the pieces come together for Peggy and Sousa. For writer Lindsey Allen, the push-pull conflict of Peggy's growth and regression is key in this episode. "It was important for us to see Peggy's arc over the season and building her relationships with the various guys in the office—getting Dooley especially to trust her as an agent," Allen says. "She's kind of getting her feet back under her, and that hasn't necessarily happened since Cap was around or since the war ended."

New hope for Peggy's success is immediately juxtaposed with her failures—past and present. "We were very big on pointing out that everything Sousa is going to accuse her of, she actually did. Trust was the big theme," Allen says.

That theme extends to even the episode title "A Sin to Err," also a mnemonic phrase employed in encryption and espionage.

"Russians used it in their code to remember the most common letters used in English words," Allen explains. Details like these required intensive research. "We had to see when they instated Miranda Rights—what was police procedure? What would the OSS do versus what the CIA, the SSR, the

New York cops would do? I had a book just on World War II military slang. Everyone in the SSR was former military, so it was a lot of World War II research," Allen says.

Women and Raspberry Truffles

In one of Lyndsy Fonseca's favorite scenes, Angie practices a monologue from Henrik Ibsen's *A Doll's House* during her shift at the Automat. "I have existed merely to perform tricks for you," the protagonist Nora says to her husband near the climax. The 1879 play's humanist argument against the dismissal of wives by their preoccupied husbands more than echoes the themes of *Marvel's Agent Carter*.

"I wasn't totally familiar with the play, so I went and reread it," Fonseca says. "It's just fun to live in Angie's world in that time period and to relate to what Nora's dealing with in that play. It's very similar—and similar to what's going on right now, in 2015."

The monologue is quickly followed by James D'Arcy's favorite scene: Jarvis makes a temporary peace with Peggy—who still doesn't quite trust him—to hunt down

Howard's former lovers (one of Howard's two weaknesses, Jarvis points out, along with raspberry truffles). The task proves rather painful for Jarvis—literally.

"There's a sequence where the girls are slapping him in the face, which culminates into a random moment where I meet some little boy with a lollipop. It was really fun. One of the girls actually slapped me," James D'Arcy laughs. "The others are pretending. She was so nervous about the slap that when she faked it, it didn't seem very real. So I said, 'Just slap me.'"

The writers also had fun with Dottie's treatment of the dentist whose office lies conveniently opposite the SSR.

"This dentist is particularly pervy," Bridget Regan laughs. "I've never had an experience like that one. But I will say that was revealing because she was like a cat: She was killing for fun. She didn't need to kill that guy—she thought, 'You know what? You pissed me off. I'm going to kill you. I'm going to play with someone a little.'" Regan pauses, then laughs. "Is that too creepy? Did I just go there?"





assignment to force the agent to reveal the SSR's most important secrets—and after, to commit suicide.

“Yauch was supposed to get hit by a bus instead of a truck,” Allen says. “Then we were told by Production—very politely—that we could not find a 1940s bus or get it up to a speed where we were shooting that would be remotely interesting, so we did a truck.”

By truck or bus, Yauch's death reveals the true nature of Ivchenko's threat.

Angie x Peggy

Peggy cannot force herself to leave Captain America's blood behind, so she returns to the Griffith—even though she knows it's the first place the SSR will look for her. When the agents arrive, she's forced to climb onto her window ledge to hide. She's rescued by Angie, who immediately leaps into an incredible enactment of emotional trauma to throw Thompson and Sousa off the trail. It's one of the few times Peggy is the rescued—not the rescuer.

“Peggy loves other women—she's not competitive with them,” Hayley Atwell says. “She believes in them; she wants to look after them as much as they look after her. She has that sisterhood.”

Angie's tearful performance mirrors Peggy's use of the period excuse in “Now Is Not the End,” and so does the reaction. The men instantly go into panic mode. If for no other reason, women in Marvel's 1940s need to be treated as equals so the men of the SSR will stop being fooled by them.

But at the height of her triumphant moment, Peggy is dropped by the woman she least expected: Dottie.

Manipulating Madness

Dr. Ivchenko is the seemingly genial psychologist Peggy rescued in Russia. It isn't until Dottie signals him—instead of shooting him—that we realize his less-than-virtuous intentions.

Ralph Brown says he began to let the character speak as he became comfortable in the role.

“I like to disappear inside a role—in my imagination, at least—and forget about my own rhythms and thoughts and feelings,” Brown says. “I stopped making decisions and trusted the instinct to deliver. Ivchenko became more playful and mercurial as time went on. I liked the fact that he didn't frown, or get angry or mean, until almost the end of the last episode. He is charming and seductive, friendly and wise. People trust him. They open up to him. He can't appear to be evil. I loved that aspect of playing him.”

Dooley—whose sharp intellect normally sees straight through manipulation—is vulnerable to Ivchenko because he's preoccupied with his failing marriage.

“He cares deeply about the agency and responsibility, and that really had a lot to do with it,” Shea Whigham says. “With the times, it wasn't like you sit and talk things out. I don't think he's really good at telling his wife what's going on internally—Dooley internalizes it. I don't think he's sitting with a therapist having couples' therapy.”

Ivchenko uses this crack in Dooley's armor to get into his mind, just as he takes advantage of Agent Yauch's obvious displeasure with his babysitting





A Fly in Her Web

Peggy never sees Dottie coming—and fans certainly didn't see that kiss coming. It's the show's first kiss—and rather than a sign of affection, it's a cruel disposal method.

Lindsey Allen says Dottie was one of her favorite characters on the show. "I wrote the first lines that Dottie spoke as herself, which was fun," Allen explains. "We talked with Bridget Regan on set, and we said, 'How can we make her sound like the opposite of Dottie?'"

Dottie's eyes go cold as she stands over Peggy with her signature switchblade—there's no doubt she's a serious threat. But the Black Widow embodies tragedy as well as danger.

"You have to think about what happened in that Red Room and what they were doing with those girls. A little girl was brought to this room, a girl who knows what happened to her family. And she was raised this way, shackled to a bed but watching these movies that idolized American culture, knowing that one day she would be there," Allen says. "And then she gets there, and no matter what she does she's always, inside, just a little bit wrong. She's not who she could have been without this Red Room and this training. That is a little heartbreaking."

Just before sinking into unconsciousness, Peggy recognizes the scars on Dottie's wrists.

Sousa and Thompson happen upon Dottie just in time to stop her from killing Peggy. She pretends to be concerned, a reaction that—once again—causes the men to dismiss her as they take Peggy into custody.

At the SSR, Thompson secures Peggy to the interrogation table with handcuffs, and Sousa lays out the evidence. Somehow, Peggy must convince her fellow agents she is not the traitor she seems—all before Dottie can carry out her plan. It won't be easy.







SSR CLASSIFIED DOCUMENT

CASE #: 007

CASE ID: SNAFU

DIRECTOR: Vincent Misiano

WRITER: Chris Dingess

AIRDATE: February 17, 2015

MISSION BRIEF

Under interrogation at the SSR, Peggy frantically tells Sousa and the others they've got the wrong girl. Jarvis appears with a signed confession from Howard, promising his surrender upon Peggy's release—but it's immediately obvious that Jarvis wrote the confession himself. While Jarvis tries to explain, Ivchenko sends a message in Morse code to an unidentified party in the building across the street. Peggy sees him and reveals the truth about her recent activities to her colleagues to gain their trust.

Dooley sends Thompson and Sousa to investigate the building. Ivchenko hypnotizes Dooley into stealing one of Howard's weapons from the SSR's lab: a gas cylinder. Sousa encounters Dottie and survives the fight, but she escapes to rendezvous with Ivchenko. The agents return to find Dooley wearing an experimental Stark warming vest given to him by Ivchenko, which Jarvis explains cannot be deactivated and will soon explode. Dooley jumps out a window moments before the device detonates, sacrificing himself to save the others. Meanwhile, Dottie and Ivchenko activate the gas cylinder in a crowded cinema, barring the door behind them as they leave. The gas causes the theatergoers to fly into a violent frenzy and attack one another. By the time help arrives, the entire audience is dead.



Dressing for the Role

"Jarvis has a large responsibility handling Howard Stark's affairs, and he needs to look polished at all times. He's a well-paid employee who can afford custom-made three-piece suits and has a British sensibility, so we put him in a finely tailored, bold black-and-gray herringbone suit."

—Costume Designer Giovanna "Gigi" Ottoboni-Melton

CHAPTER TWO

As its title implies, the situation in “SNAFU” has gone to hell in a 1940s handbag. Peggy is under interrogation, all the while trying to convince her fellow agents they should be out searching for Dottie. Meanwhile, Ivchenko has gained their trust—the better to bend them to his will.

This is the moment of truth, says Executive Producer Chris Dingess, who wrote the episode.

“It’s always that act of the movie—where the super hero gets bashed in—that makes them compelling for me. The best super-hero stories are usually when the super hero meets someone who is stronger than them,” Dingess says. “Peggy Carter is someone who is able to put herself in a hole and always climb out. I love that. She approaches everything with a confidence that is an interesting juxtaposition to that time period of the ’40s.”

Each of the men interrogating Peggy has reason to suspect her, but they also suspect something is off.

Thompson: The Rival

Based on his previous behavior toward Peggy, and his track record in the interrogation room, it would be natural for viewers to assume Thompson will come at her the hardest.

But too much has happened for that simplistic relationship to work, Chad Michael Murray says.

“He has feelings for her. He knows the pieces don’t add up. He knows something is not right here—he’s no dummy,” Murray says. “He respects her as a person, and you can see that he has a little bit of a growing heart for her. And Jack doesn’t want to be in a position to hurt a woman.

“It’s a really difficult paradox. This woman just saved his life, and now he’s got to sit there and interrogate her.”

Thompson also must be wary of pushing Peggy for another, more personal reason.

“He went and revealed his darkest secrets to this woman. She now holds them over his head, so there’s a trust issue there,” Murray says.

Sousa: The Knight

Peggy’s staunchest supporter, Sousa, seems to take her betrayal the hardest.

“Sousa is dedicated to the SSR and to what it means. So at that point, no matter how he feels about her, she has become the enemy,” Enver Gjokaj says. “At the time, Sousa has every reason to believe that she’s a double agent, so it was easy for me to make sense of it as an actor.”

Peggy’s arrest and interrogation set back the pair’s friendship and budding romance.

“She knows he looks out for her, and that he would never do anything to belittle her. He wants to protect her. All of his intentions were right,” Hayley Atwell says. “But as the season goes on, and during the interrogation scene, he feels betrayed by her. I think it destroys what they were creating, which was a foundation of friendship. A foundation of attraction. By the end of the season, they have to rebuild that trust again.”

For Gjokaj, the interrogation scene was demanding—yet rewarding.

“That scene was really challenging, because Sousa has to be in a place with her that is very difficult, but ultimately very fun as an actor because that’s what you ask for—you ask for the drama, and there’s definitely drama in that scene,” Gjokaj says.





Dooley: The Patriarch

Dooley appears to be the least emotional of the three interrogators, even claiming to be impressed with Peggy and praising her skills as he presses her for information. But Dooley's calm words belie his state of mind, according to Shea Whigham.

"She's on to something, and I think he can feel it. It's an intuition, an instinct he has. He knows something is not right. But there's a lot of other evidence that she's involved. And I know her affinity for Howard. So I have to honor that, as well. It's not black and white—it's gray with her," Whigham says.

Like her history with Sousa and Thompson, Dooley and Peggy's relationship is a complicated one—but for entirely different reasons.

"I think Dooley really grew to believe in her. He always knew she was hard-working, even though he didn't think she was competent enough to go out into the field," Chris Dingess says. "He was open-minded about her abilities. With him, it was hardly ever about her being a girl. He was looking at it from a political, career standpoint—I'm the one who killed a woman or sent out a woman who got a guy killed. He was thinking of it from a professional standpoint, which is levelheaded if not always pretty.

"But over the course of the season, she won him over. By the end, he knew she was the one who could get the people that were responsible—because she conducted this alone the whole time and got closer than they did."

Shooting Straight

When Peggy finally gets her turn to talk, she rips into Thompson, Sousa, and Dooley—for their misguided beliefs as well as their shoddy police work.

It's the first time Peggy truly confronts the men, and the wording of Peggy's diatribe was key, Chris Dingess says.

"You want her to be tough and be an adult, and to never come off as a whiny, petulant child. She can't be crying," Dingess says. "How would an intelligent, smart, strong person approach this? She's aware that they're not going to listen to her.

"We knew exactly how the guys saw her, and there's a nice way to put it, and then there's the harsh way to put it while you're handcuffed to a table. So part of it was her trying to get them to wake up. She shoved the harsh mirror in



their face as opposed to the kind one. But the big one for me is when she nails Sousa, because we've shown that he carries a little bit of a torch for her. And that's the moment when she reveals, 'Yeah, I know you look at me that way.'"

But Peggy has no interest in romance at the moment.

"Right now she only sees him as a friend and a colleague, as the one guy there who respects her. She's a little emotionally damaged and focused on other things, so she can't see the romantic forest for the trees. There's a bit of a fog, romantically, for her," Dingess says.

Peggy holds nothing back: "You all think you know me. But I've never been more than what each of you has created. First I'm the stray kitten, left on your doorstep to be protected. Or a secretary transformed into the damsel in distress. The girl on the pedestal, turned into some daft whore, easily conned into betraying a cause I've devoted my life to."

Peggy is tired of explaining herself to her fellow agents when none of them are willing to listen—by now, her actions should speak for themselves. So she tells them the truth—the whole truth. And they finally hear her. Thompson and Sousa both believe Peggy, and Dooley trusts their instincts. But have they wasted too much time?

The Mind of a Madman

The episode begins with a flashback to 1943 Russia. A man frantically calls for Dr. Fennhoff, and we see that this is none other than Dr. Ivchenko, shown reading a copy of Christopher Marlowe's *The Tragic Life of Doctor Faustus*.

"It's kind of a wink to everyone going, 'Yes, that's *the* Fennhoff,'" Dingess says.

The comic-book Doctor Faustus—A.K.A. Johann Fennhoff—first appeared in 1968 in *Captain America* #107, wherein he attempts to drive Captain America insane. The character is known for his use of mental manipulation, much like the show's Dr. Fennhoff—although the comic-book version is Austrian, not Russian.

Faustus's name comes from the titular character in Marlowe's famous play,

in which a man sells his soul to Lucifer in exchange for twenty-four years of service from a devil named Mephistophilis. The play is inspiration for more than the character's name—it's a basis for Fennhoff's emotional complexity. Marvel wanted to be sure the character's MCU incarnation didn't amount to a walking stereotype.

"Fennhoff's not this arch villain. He's coming at his revenge plot from a very human place," Chris Dingess says. "We see him look into the canisters, and it's not an evil-laugh moment—it's 'This is the stuff that killed people that I love'—and there's a weird sadness to him that I really love."

Fennhoff is motivated by the death of his brother and the other men in his platoon.

"He witnessed the result of Howard Stark's 'Item 17'—the nerve gas—being used on Russians in the field, at the Battle of Finow in the war," Ralph Brown says. "Before the battle took place, the gas was released, and the soldiers started to attack each other in a truly savage way. One of them was his brother, whom he found with both eyes missing. I used this personal loss for some scenes. But I had to be careful not to go off-piste with my plan, which was long and complex. He had to be patient and organized."

The war's effects, it seems, are not limited to the so-called "good guys." Everyone is broken.

"Even our villain is damaged from the war, and his scheme is based on that damage and his sort of misplaced blame for it," Dingess says. "Each character has moved different lengths away from their experience and trauma. He's a guy who didn't really get that far away from it, and it has kind of destroyed him and eaten him up inside."

In turn, Fennhoff has set out to destroy those he holds responsible, including Howard—and Peggy wades into the crossfire. If Fennhoff had attempted to hypnotize her, would she have wilted in the face of the master manipulator?

"I think she would be the hardest to put under hypnosis because her sense of good and justice and morality is so strong, and it's her driving force," Hayley Atwell says. "Take those things away from Peggy, and you're not really left with much of a character. She's the personification of good in a way as Steve was, and I think that's only strengthened when he died. So that would be a great scene to see whether or not she could fight off the hypnosis of Ivchenko. I think it would be hard for her to be under his control."





Widow's Flight

While Fennhoff controls Dooley and steals the gas, Dottie tangles with the SSR agents sent to search the building across the street. The stunning fight sequence culminates in an twisting stairwell descent.

"This is a big rig—one of the bigger rigs we've done on the show. It was shot in downtown L.A. in this staircase," Stunt Coordinator Casey O'Neill explains. "She jumps over the railing and just kind of ping-pongs all the way down. That was an extensive rig. We did that practical on wires."

Both Bridget Regan and her stunt double, Alicia Vela-Bailey, performed the stunt.

"That was pretty scary and pretty cool. I was totally game to get in the harness and do as much as I could," Regan says. "It's so cool what Dottie does, choosing to skip the stairs and just jump down. And it was very spider-like, which I loved. It was pretty intense, though. Our lives are in the hands of the stunt team and crew, and they are so amazing at what they do."

"I wouldn't say I have a fear of heights—but when you're up there, you go, 'Oh my god.' This was intense; it was serious."

The jumps covered about three-and-a-half levels at a time, according to O'Neill.

"We had Bridget in there for the close-ups and going down, too, but most of it was the double doing all that stuff. It was ten stories or something—it was pretty high up," O'Neill adds.

Bad Baby

Dottie escapes Sousa and the other agents with one important item in tow: a baby carriage. The object is another reminder of her ability to manipulate the way others see her—a skill set not unlike Ivchenko's. The pair set out to test the stolen gas in a crowded movie house.

Parents today don't often bring baby carriages into movie theaters, but it was common practice in the 1940s, Locations Manager Nancy Haecker says.

"The Los Angeles Theatre was built to attract women to the downtown area. Bringing a baby carriage wouldn't have been unusual; they even had quiet rooms for your baby," Haecker explains.

Dottie chose a baby carriage because she knew no one would ever suspect it concealed a weapon, Bridget Regan says. "Because she's a woman, she gets away with a lot more than a man would. No one's going to stop her, and it works."

Does Dottie feel remorse for all the innocent people she has just murdered?

"She's a soldier—she follows orders," Regan says.





As the title implies, we've reached the end of Peggy Carter's journey this season—but first, one last adventure.

"The episode was a hard one to come up with a title for. One of our writers suggested 'Valediction,' the act of saying goodbye," co-writer and Executive Producer Michele Fazekas says. "So there's a purpose to it. After you see the episode, it's her putting Captain America behind her in order to move forward. So as much as there's sort of an ending to the season, it's actually a new beginning."

The episode begins with another installment of *The Captain America Adventure Program*.

"We were breaking the episode, and we had act one up on the board, and I said, 'Let's start it with *The Captain America Adventure Program*,'" Fazekas says. "But this is sort of the low point for Peggy and for our agents—where Dooley has been killed, and Howard Stark is still nowhere to be found, and Peggy has sort of been destroyed in the SSR after getting arrested and essentially fired—so I said, 'Wouldn't it be funny if you've got *The Captain America Adventure Program*, except Captain America looks like he's going to die, and that's how you start the episode?'"

Fazekas and fellow writer and Executive Producer Tara Butters both listened to radio programs from that time period to prepare.

"We just always wanted to revisit it, and it made more sense in the last episode," Butters says.

Planes and Automobiles

Large portions of this episode involve cars and airplanes.

"We literally wrote a \$20 million script the first time around. There was a huge car chase that's gone," Michele Fazekas laughs. "I always like starting with what the best version of the story is. You write the pie-in-the-sky version, and then you write the version you can do, but I don't feel like we compromised the emotion of the character. I would have liked the car chase, but there probably wasn't room in the episode anyway, so it wasn't one of those things where you're sad. I was very happy with how the script came out."

"It's really hard to do car chases with these old cars. They don't go very fast, and they don't run well anymore. A car chase with a 1940s Buick isn't going to happen," Tara Butters adds.

Bridget Regan now has firsthand experience behind the wheel of a 1940s car.

"It was serious. Driving a 1940 Buick was like driving a boat. I didn't crash, thankfully," she says. "When you're driving a car like that, it's so different—the speed, and even the distance between the gas and the break, or shifting the gears and not having the perception of how large or small the car is."

The car chase wasn't the only aspect of the script that changed, according to Fazekas.

"Dum Dum Dugan was supposed to be in this episode, but Neal McDonough wasn't available," she says. "When we knew he couldn't do it, in a way—as

much as I love Dum Dum and as much as he would have been great—I'm glad for the change."

Dum Dum was meant to be piloting the plane that goes after Howard.

"I actually think it is so much more emotionally satisfying to have Jarvis flying the plane. So I was bummed not to have Dum Dum, but things happen for a reason," Fazekas says.

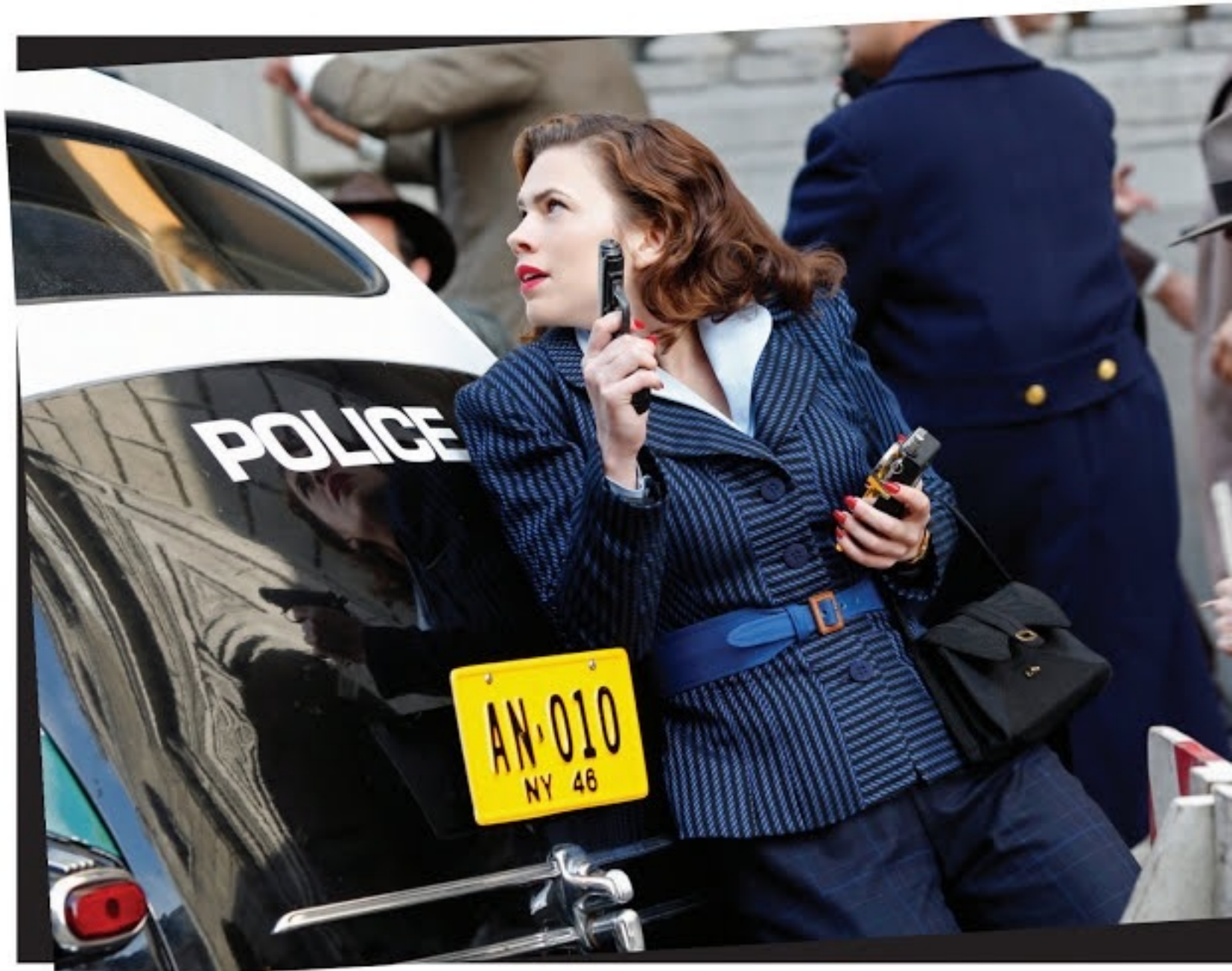
Finding an airstrip suitable for filming was the job of Locations Manager Nancy Haecker, who eventually chose Bob Hope Airport in Burbank, California.

"It was a serious decision to go with a major airport due to the possibility of noise-level issues. But you can see why we chose it," Haecker says. "It fit a place that was groovy enough that Howard Stark would have, and it passes for period. There aren't a lot of period hangars you can choose from."

Planes of Fame, an air museum in Chino, California, supplied the vintage airplanes used for the episode.

"They flew the planes in the day before, which was cool to watch," Haecker recalls.

"There were four different types of planes," Transportation Coordinator Skip Fairlee says. "The pilots were nearby as we were shooting with the planes to help move them around and also answer questions. They were really nice people. The whole thing was a team effort, and the Burbank Airport was amazing."



Dottie and the Doctor

Many mysteries surround the woman calling herself Dottie, and one of them is the nature of her alliance with Dr. Fennhoff.

"Ralph Brown and I talk a lot about Ivchenko, and we had a lot of questions and found some answers. But it's a little gray, their relationship. Dottie's not completely following him," Bridget Regan says. "He is the one person that Dottie fears because of what he's able to do. I think that Dottie has seen him bring down guard after guard. I think he chose her to be his bodyguard of sorts, his soldier. But she knows what he's capable of, and she's terrified of him. At the same time, they have a sort of bizarre partnership. But there are a lot of questions marks about these two, and I hope we get to see more of that."

Femme Fatale

Tara Butters and Michele Fazekas didn't originally plan for Dottie's background as a Black Widow.

"We always talked about having this woman character who was going to infiltrate Peggy's life. The idea came from the fact that she was living in an all-women's hotel. It didn't start out as a Black Widow—it started out as a woman infiltrates the hotel, and she's working with the bad guys," Fazekas says. "Then it just became one of those moments where it made sense, and it didn't step on Scarlett Johansson's toes. They'd already established in the MCU that there was a Black Widow program that had been going on for many years, that there was more than one Black Widow."

Executive Producers Christopher Markus and Stephen McFeely also thought it was important to delve into Dottie's background to build more depth for the character.

"If we're talking about a show that's getting a lot of buzz for being feminist—and hopefully slightly more than, 'Yay, girls can kick ass, too'—now we're showing this dark character who has been used, and she's this sort of broken



machine. There's also a misogyny to that," McFeely says.

Like light and dark halves of a whole, Dottie and Peggy represent different kinds of female warrior. Dottie is a merciless killing machine, fast and acrobatic, who follows orders without question. Peggy is a pure-hearted hero who relies on her intelligence and surroundings rather than strength alone. She makes her own path—and she isn't afraid to break the rules.

"The interesting thing about these two women is that where Peggy is weak, Dottie is strong—and vice versa," Bridget Regan says. "Where Peggy has the heart and empathy and cares about people, Dottie is emotionless when it comes to killing and violence."

The two fighters have been circling the ring, sizing each other up. When Peggy finds Fennhoff and Dottie communicating with the airborne Howard in the radio control room, it's time to answer the bell.



CHAPTER TWO

Let's Settle This Like Women

Stunt Coordinator Casey O'Neill worked with Tara Butters and Michele Fazekas to create the fight that's been building since the Black Widow's murderous introduction.

"We talked to him about the basic tentpoles we had in mind," Fazekas says. "We know we want Dottie to be thrown out the window and to land on an airplane wing. We know we want to get rid of the guns quickly because we want this to be hand-to-hand combat. So what is a cool way for everyone to be disarmed?"

"We also wanted to feature Dottie and Peggy's fighting styles. Dottie has a trained, almost balletic fight style, and Peggy is more a street fighter in that she will use just whatever she can grab."

With this opposition in mind, O'Neill choreographed the fast, intense fight seen in the episode.

"Dottie gets the jump on Peggy. We established that Dottie's character carries a switchblade, so we're utilizing that in the fight. So again, Peggy has to find something to use. She finds a scarf, so she wraps that around her wrist and knocks the knife away. The goal is to keep them equally matched but just different in their styles," O'Neill says. "And it's great because it's the two girls going at each other, and they're just chucking each other around the room and smashing things up, and it's going to be so different from the other fights that we've done before."

The climactic throwdown was one of Bridget Regan's favorite scenes to film.

"The finale was so juicy and great. The scene with the fight sequence at the end with Peggy and having Dottie go off the rails a little was really exciting," she says. "To have her articulate what's going on inside of her mind was really fun for me, and interesting also. I love the physicality of that piece and just how much fun she was having, finally getting to fight Peggy. It felt like all the scenes were leading up this part."

Good versus evil. Old-fashioned ingenuity versus lethal precision. SSR versus Leviathan. Who will take the title—Agent Carter or the Black Widow?

"I think that, physically, they are a very interesting match," Regan says. "Even fighting Hayley, I felt like I really had to bring it because she's right there and so game. It was so fun. It's a lot like a dance. And sadly, I didn't win. I did get away, thankfully."







All's Well That Ends Well

Peggy saves the day. Howard doesn't kill everyone in New York. Fennhoff is taken into custody.

And the men of the SSR finally show Peggy the respect she deserves, applauding her efforts and treating her like one of their own.

"It's the culmination of Peggy's arc for the season. She started out in a rut. She was no longer appreciated by her coworkers like she was during the war. She's still mourning the loss of Steve. Then by the end of the eight episodes, she's found her place. She no longer cares what others think of her," Tara Butters says.

Everything seems to be coming up aces—but back at the office, Senator Cooper congratulates Thompson on a job well-done and tells him he's a hero. Thompson accepts the accolades—without giving Peggy her due.

"It was a pivotal moment in Thompson's life," Butters says. "He had to choose what his path was going to be—was he going to be a good guy or a selfish one?"

Thompson makes the best decision for the SSR, Chad Michael Murray says.

"He did the right thing, and you'll notice that I just really wanted to play with the moment a little bit. Thompson takes a moment to really think about the consequences of his actions instead of just diving in," Murray says. "In this era, with the discrimination against women—I think the end result is that there's probably multiple reasons why he takes the job. One, the government wouldn't stand by a woman if she saves the day. And two, it would make a mockery of the SSR. So he did what was wrong, taking all of the credit, but essentially he also did what was right.

"You see that there's something inside him that's telling him that's not the right choice, but he has to do it anyway. So I think Jack always believes it's all for the greater good."

These kinds of choices make Thompson a more nuanced character, according to Butters.

"Thompson chose to further his career, making the same decision he did in Japan. It makes him a complicated person. You can't always tell if he's going to do the right thing or not. Moving forward into a second season, Peggy won't always know if she'll be able to trust Thompson," Butters says.

Peggy is not at all bothered by Thompson's actions. She has let go of her need for validation.

"All this time, Peggy has been dying for the approval of her peers, and she's been dying for the respect that she deserves," Michele Fazekas says. "But by the end, she's like, 'I don't need their respect. I know what I can do. I know what my value is. And if Thompson respects me, if the president respects me—it doesn't matter.' So she's let go of that, too."



The Knight Returns

Only Sousa is bothered by Thompson's choice. But when Peggy tells him she doesn't need the approval of a senator, or even the president, the audience witnesses the exact moment she steals Sousa's heart.

Although Peggy denies his offer to go for a drink, she does so with a subtle smile.

"It's a very slow-burning relationship," Hayley Atwell says. "I think she's also someone who's not going to jump into a relationship too soon. She's married to her work, and she's also for grieving Steve's life. And I think it's very hard because with every man she meets she's going to compare him to Steve, and those are big boots to fill."

Despite their potential as a couple, it is important and appropriate that the show does not end with Peggy going on a date. She doesn't need a man. But she does need companions—people like Jarvis, Angie, and Sousa—to remind her to live in the world, not apart from it.

"By the end of the series, I think what's been fantastic about this whole show is that Angie and Peggy end up living together again. It's a great indication of a good female relationship," Atwell says.



TOP SECRET





CHAPTER THREE

MODERN RETRO: **BRINGING AGENT CARTER'S** **WORLD TO LIFE**

CHAPTER THREE

Filming a 1946 period piece set in New York City is no mean feat. Doing it in Los Angeles? Even more challenging. To build such a convincing world, the crew on *Marvel's Agent Carter* needed research, diligence, creative vision, and meticulous attention to detail. Without hard work and collaboration, Peggy Carter could not have come to life in quite the same way.

"Everyone involved with the show is amazing to work with," sums up Costume Designer Giovanna Ottobre-Melton. "Peggy is my hero, and I love creating powerful but feminine looks for her. I think she's going to be the hero to so many women. She's out there doing what has been in the heads of frustrated women who have wanted to stand up for their rights but haven't been able to. She's a serious female hero in human form, not super form—which is also cool."

On the Road Again



**LOCATIONS
MANAGER
NANCY HAECKER**

With the time period and location working against them, the crew had to build many of the show's sets on soundstages. But a few scenes needed something more. In addition to soundstage work, the eight episodes were shot at fourteen locations.

"We were a little lucky because we do have a Visual Effects Department," Locations Manager Nancy Haecker says. "Trying to find period architecture eliminates a lot of building materials. On any given street, you have a lot of different architecture in Los Angeles."

The locations couldn't just look the part—they also had to suit the scene.

"It has to work for the action. For example, at the Stark residence, if it's scripted that someone's climbing a trellis—that has to work. You scout based on the script," Haecker says. "We're doing Marvel, so everything is big and ornate and over the top. Meeting the expectations of the Marvel world on a TV budget was a little challenging. Marvel likes really visually interesting locations."

Fortunately, Haecker had some help. "Los Angeles is a unique town in that there is quite an infrastructure set up for filming and finding locations," says Haecker, who would often reach out to her fellow location managers for leads. Knowing they might need help on a future project, they were often eager to assist.

Locations are sometimes chosen based on how easily the crew can shoot around undesirable aspects. Before Howard leaves on his speedboat in "Now Is Not the End," astute viewers may notice that he and Peggy have most of



"We're making a mini-feature each week."

—SHEENA DUGGAL, VISUAL EFFECTS SUPERVISOR

their conversation after walking down a ramp. This scene was shot at Port of Los Angeles Berth 60, and filming from the lower level helped hide the city in the background. Haecker keeps her eyes peeled for such opportunities.

"Lighting and angles are very important," she says.

Perhaps the most difficult location to procure was Howard's private hangar in "Valediction." Haecker chose Hangar 2 at Bob Hope Airport in Burbank. But the popular site was not without challenges: It's right next to train tracks and a United Parcel Service shipping station.

"Luckily, the UPS guys were fabulous," Haecker laughs. "One of the many other issues with locations is availability—does it fit the art schedule? You have a lot of variables on why you end up at a certain locations as opposed to others."

Other candidates for the hangar didn't allow the vintage airplanes to fly in, for example, or were located in neighborhoods with noise restrictions.

Once the outside location or soundstage is chosen, it's time to design and build the set.



A car featured in "Valediction."

MODERN RETRO: BRINGING AGENT CARTER'S WORLD TO LIFE



MODERN RETRO: BRINGING AGENT CARTER'S WORLD TO LIFE



Spider Raymond's desk.

CHAPTER THREE



The SSR's military situation map.



MASKED MONSTER

At the conclusion of “Valediction,” Dr. Fennhoff is escorted into a prison cell wearing an uncomfortable-looking mask intended to prevent him from talking—his greatest weapon being his ability to manipulate others via voice-guided hypnotism.

“We needed a prop that would be restrictive and scary. Something really frightening,” Mannion says.

To steer clear of any Hannibal Lecter comparisons, Mannion and his team created a wire mask using real metal and real leather straps.

“We wanted to be completely unique, and it had to be believable,” Mannion says. “As we’re making the scene, we realize you could kind of talk through your teeth if you wanted to. How do we resolve that? So that’s why part of it has a mouthpiece that places a plate across his tongue.”

Ralph Brown says the mask helped him instinctively use his eyes to communicate with fellow actor Toby Jones, who plays Arnim Zola.

“The mask—which I don’t think was clear—had a metal plate, which was inserted into my mouth and laid on top of the tongue to prevent speech. A brilliant idea that we could never see—because if I opened my mouth, then clearly I could make some kind of attempt at communication,” Brown says.

The mask was very realistic, Mannion emphasizes.

“It was something we had to take on and off because it was an actual painful mask constructed from scratch. We wanted it to look real,” he says. “From concept to design to application, it’s an interesting process. We worked hard to make all of the props self-sustained and practical.”

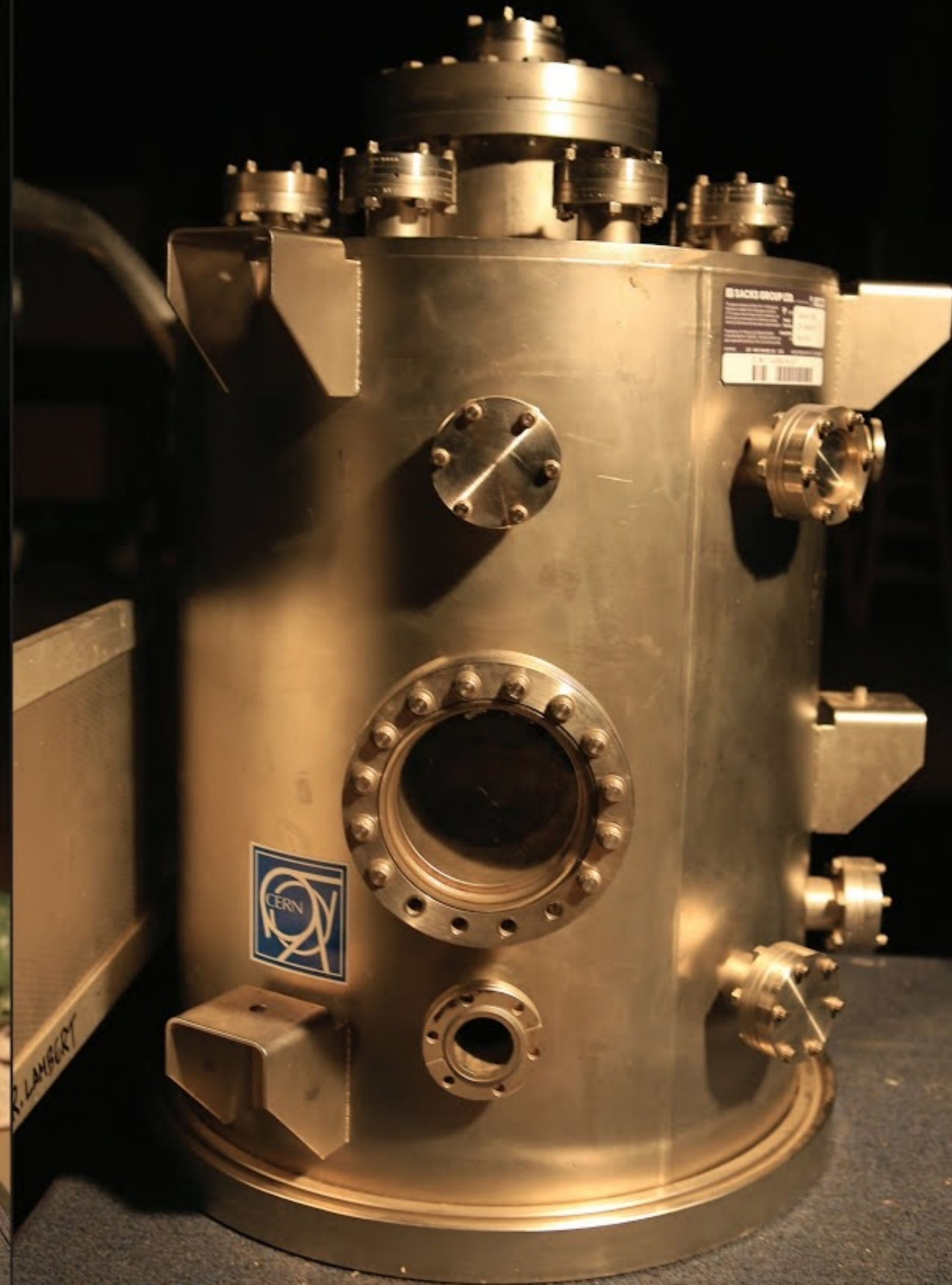
THE BLITZKRIEG BUTTON

When Peggy opens the Blitzkrieg Button, the sphere splits horizontally; after a slight delay, the vial containing Steve Rogers' blood rises up. With such an important prop, the producers wanted a practical effect—not CG.

"Originally, the Blitzkrieg Button was just supposed to open. The team went back and forth on whether it should do anything else," Mannion says. "As we shot it, they decided the vial should also rise. So we went in, pulled the prop apart, and rebuilt it to have the blood vial rise up."



MODERN RETRO: BRINGING AGENT CARTER'S WORLD TO LIFE





MODERN RETRO: BRINGING AGENT CARTER'S WORLD TO LIFE



Spy-Tech

Like any good spy story, *Marvel's Agent Carter* has enough inventive tech to fill a warehouse. These are only a few of Peggy's tools of the trade.

Sweet Dreams Lipstick ("Now Is Not the End")—Peggy's preferred shade of lipstick contains a chemical that will knock out anyone she kisses. It's perfect for guys who won't take no for an answer.

Leviathan Typewriter ("Now Is Not the End")—The typewriter is both the Enigma machine and long-distance communicator. Leviathan repurposed these war instruments for their espionage activities.

Vita-Ray Detector ("Now Is Not the End")—Vita-rays are an important component of Project Rebirth, the military operation that transformed Steve Rogers into Captain America. Though the rays are a Howard Stark discovery, Dr. Abraham Erskine invented the device that detects vita-ray radiation.



BAD BABIES

Like any proper billionaire, Howard Stark has a vault of secrets hidden in his mansion. But this is no drawer full of money. Howard's most monumental failures populate these shelves—and we all know what happens when the bad guys get their hands on them.

Nitramene ("Now Is Not the End")—Molecular Nitramene is a compound formed of a lanthanum carbon alloy and vita-rays. The extremely volatile combination can create an implosion that will level city blocks.

The Constrictor ("Time and Tide")—The Constrictor was created to give back massages. Unfortunately, rather than relaxing the muscles, this prototype causes catastrophic muscle contraction that eventually breaks bones.

Miniature Camera Pen ("The Blitzkrieg Button")—Howard went to great pains to miniaturize a camera lens small enough to fit in a pen. This piece of technology is essential for every spy's toolkit. It's also great for selfies. Smile!

The Blitzkrieg Button ("The Blitzkrieg Button")—Named after the reason for its creation, the Blitzkrieg Button was intended as a way to combat the German Air Force's constant bombings of Allied cities. Flip the switch, and it creates an instant citywide blackout—bombers can't see where to drop their payloads. It would have been the perfect invention—save for its inability to turn the power back on. At least, that was Howard's claim. The real Blitzkrieg Button is a miniaturized refrigeration unit designed to hide Howard's vial of Steve's blood. Among all his destructive inventions, Howard most fears the potential of the Blitzkrieg Button.

Captain America's Blood ("The Blitzkrieg Button")—Following the success of Project Rebirth, the SSR took twelve vials of Steve Rogers' blood. One of these samples was entrusted to Howard. Desperate to repeat the project's success, the government went through all their samples—to no avail. Howard is the owner of the last vial of Super-Soldier blood.

SSR-Issue Field Vest ("The Iron Ceiling")—This titanium-alloy vest does the trick for agents behind enemy lines.

Stark Heat Vest ("SNAFU")—During World War II, Stark attempted to invent an armored vest that could double as a source of heat for the cold German winters of the Ardennes forest. The vest works great—the power source does not. When the clasps lock, it completes the circuit and turns on the unit, but the vest overheats and eventually explodes—and undoing the clasps to cut off the circuit has the same effect.

Stark Protective Vest ("Valediction")—Howard had his personal combat vest tailored specifically for his measurements—because when you're a wealthy bachelor, love is a battlefield.

Midnight Oil ("Valediction")—While under military contract, Howard developed a compound gas codenamed Midnight Oil that would allow soldiers to remain awake days at a time. It was a failure: The gas causes symptoms similar to extreme sleep deprivation—anger, hallucinations, psychosis, and asphyxiation. It's the reason Howard built his vault in the first place.

MODERN RETRO: BRINGING AGENT CARTER'S WORLD TO LIFE

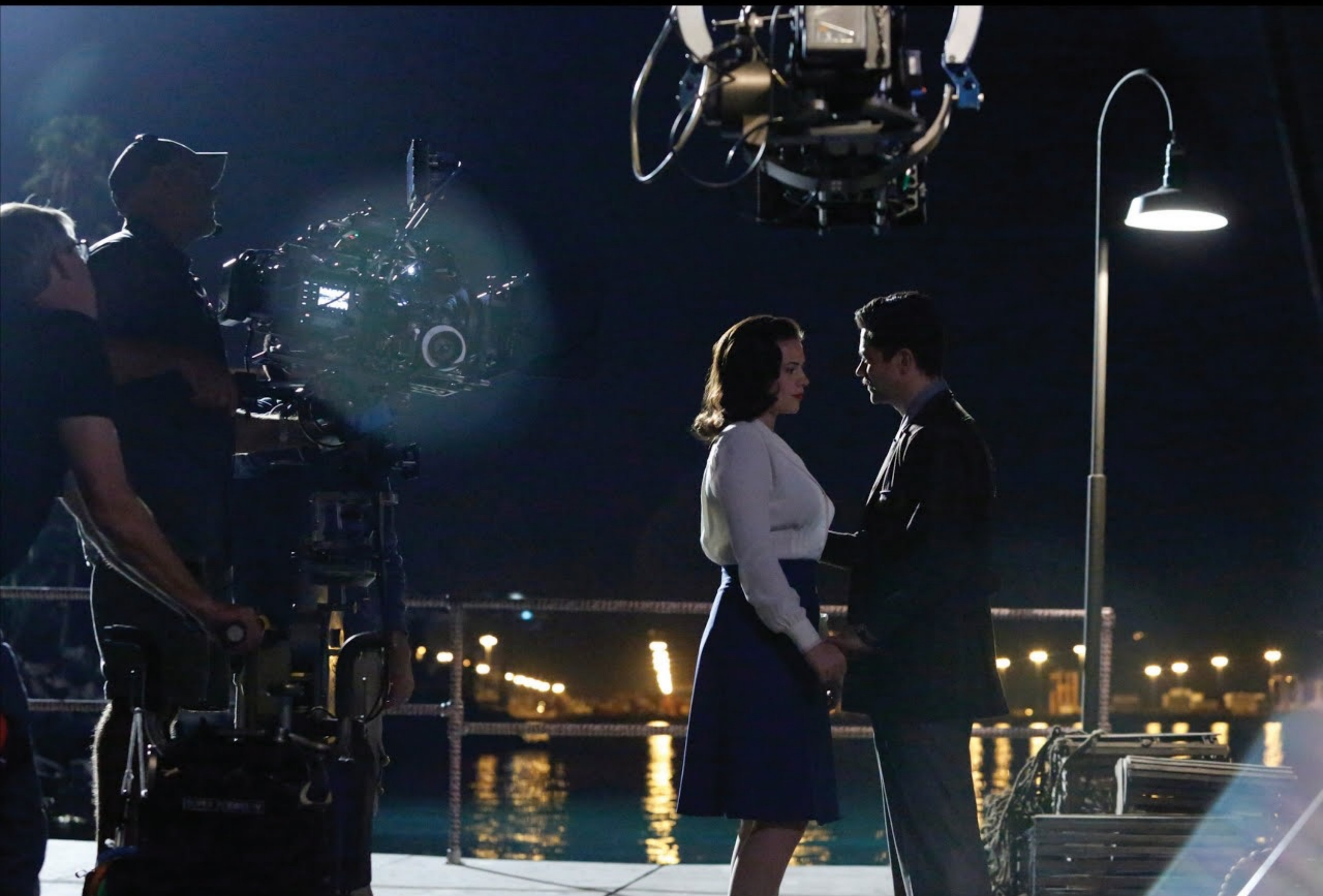


Prototype for the Leviathan typewriter.





MODERN RETRO: BRINGING AGENT CARTER'S WORLD TO LIFE





"I'm using a lot of new technology on a '40s-looking film. So any time I had the opportunity to introduce certain colors, I did. But film used to only have two color temperatures, and it was impossible to blend the two because they were too extreme, and even mixed lighting was too extreme," Beristain explains. "Putting a blue light with a warm light was always very radical. So I can use certain color gels that are very interesting. We use a lot of the blue for the Roxxon lighting. We used steel blue combined with warm light to create the look of the airport. We haven't shied away from all those things because I've been able to manipulate the ISO [International Organization for Standardization] settings so I can balance the way those gels will play with the camera."

The SSR bullpen set incorporated seventy-nine lighting fixtures.

"These lights are LED and can do bi-color, which means they can be used in a tungsten or daylight capacity," West says.

Color temperature helps establish the setting and affects the mood of a scene. Realistic daylight is about 5,500 degrees kelvin, according to West. By contrast, the lighting of a typical home is about 3,200 degrees kelvin.

But since light on camera doesn't work exactly like your lights at home, West's team had to mix temperatures to achieve the desired affects. "On *Marvel's Agent Carter*, we would sometimes mix the color temperature and have the lights running at 4,000 degrees kelvin, or for night scenes run them at 3,200 degrees kelvin," West explains.

Controlled via dimmer board, these versatile fixtures are capable of changing temperature quickly; they can also produce a wide array of colors by combining red, blue, and green in different proportions.

"This makes things very fast because now you don't have to add any gel to the lights like you had to do in the past," West says. "We had one sequence where we had flashing red lights in the scene. You could literally point to a light and make that particular light turn red on a cue."

The dimming board was used to great effect during the theater scene in "SNAFU" because the lighting had to be timed exactly right.

"In the beginning, we have the house lights on, and Dottie comes in and puts the canister in the baby carriage. She turns it on, and gas starts emanating. And as the gas starts emanating, the movie starts. So as the house lights fade out, I have a light come on as if it's emanating from the screen. It comes on to light the audience. Then we have a

little effect light in there so it feels like it's light coming from the screen," West says. "I'm using that same remote dimmer right now on the camera. So I have a ring light around the lens of the camera, and as we get closer to the Midnight Oil and she turns that on, this light dims up a little bit to reveal that it's not a baby in the baby carriage—it's the Midnight Oil. Then slowly, as the camera gets closer to this ring light, we dial it up just a little bit, revealing through lighting to help tell the story.

"So it's fun when you have an effect like that, especially when it's a big part of the storytelling."

Lighting also played a key role in "Now Is Not the End," when Peggy removes the Nitramene bomb from the safe in Spider Raymond's office.

"As she pulls it out, we have this little LED dimmer inside that we fade up on. The lights inside the safe are remote-controlled, and I'll sit there behind camera and slowly bring up the light as she brings the Nitramene globe closer to her. And then you can see the light on her face," West explains.





...Camera, Action!

Gabriel Beristain has served as director of photography on *Marvel One-Shot: Agent Carter* and a variety of other Marvel properties: *Guardians of the Galaxy*, *Thor*, *Marvel's The Avengers*, and the Iron Man franchise.

Marvel's Agent Carter stands out for Beristain because of its strong female lead.

"I love the fact that this one has a woman hero. She is not in possession of any special powers but her will," Beristain says. "And not just that, but that she's a character set in 1946, and that made everything very exciting for me. I would love to make films about other really awesome women, such as historical figures."

Beristain especially appreciated the historical accuracy of Peggy's fight for equality.

"The males came back from the war, and they tried to again become the leaders and masters of society. Not only were they not grateful for what women did, but now they have to kick them back down. They have to put them in the place where they want women to be," Beristain says. "So to confront that reality—to have a woman who says, 'No, I am not going to take it,' a woman who is going to fight a very strong, male-dominated culture—is a big deal. What makes her very interesting is that during modern times, women have made a lot of progress. Peggy Carter embodies that reality. It's very, very powerful."

"I enjoy it when I see a rebel. Peggy Carter has her charm, beauty, and ability—and she's not going to take it."

Beristain's mandate on *Marvel's Agent Carter* was simple: make it special.

"Marvel didn't want to have a conventional television show—they wanted it to be different," he says. "If you put every episode together, we are making a very powerful independent film."

Beristain had experimented with vintage lenses on the One-Shot, but television productions use multiple cameras, making the technique difficult to reproduce. Beristain found a solution that would maintain the One-Shot's period look without searching far and wide for rare camera equipment.

"I was in Koreatown going to movie houses and found the same kinds of net stockings that I used to stretch in front of my lens back in the '80s in England," Beristain says. "So I grabbed them, these Christian Dior stockings, and tried them on the cameras. Then I realized that it looked absolutely fantastic, and I could use multiple, lighter lenses with 1950s Christian Dior stockings."

"We are now shooting in exactly the way films in the '40s were shot: with nets in front of the lens."

Beristain drew inspiration from *Chinatown* and other films rich in contrast between shadow and light.

"I'm not trying to do film noir or *L.A. Confidential*, but I light Peggy Carter like a diva of the '40s. I'm using special lenses and techniques to make her very glamorous. I get more inspiration from Italian-cinema neorealism than film noir," he says.







Looking the Part



**COSTUME
DESIGNER
GIOVANNA
OTTOBRE-MELTON**

One of the most undeniably eye-catching aspects of *Marvel's Agent Carter* is its period wardrobe. The clothes of the era are lovingly brought to life by the genius that is Giovanna Ottobre-Melton.

The show's tight schedule was Melton's biggest challenge. She and her team scoured costume houses and online shops for all the period-wear items they needed to clothe the principal cast, background actors, and extras. Many of the outfits worn by the main cast were handmade by Ottobre-Melton's team.

Ottobre-Melton's touchstones for Peggy were Lauren Bacall, Katharine Hepburn, and Hedy Lamarr—all smart, strong, and beautiful women of the era.

"When I was first doing research for her character, I felt I wanted to use strong women that had a very stylish but strong look. I didn't want a floral look—I wanted a counterpart to who she is," Ottobre-Melton says.

For the men of the SSR, Ottobre-Melton researched the clothing worn by federal agents and detectives. Her inspiration for eccentric Howard Stark was Howard Hughes; for Jarvis, it was a British nod to Irish tweeds.

"Coupled with comic-book research, I took all of my inspiration and tailored it to create the individual looks for the scripted characters," Ottobre-Melton explains.

Ottobre-Melton did not rely on comic-book designs, however.

"I wanted to create my own look for the characters. Also, comic-book artists aren't designing for real people. We're dealing with real body shapes and real people, whereas they draw out of proportion," she says.

Most of Peggy's costumes were custom-crafted, but there are a few vintage pieces in her closet. The sport jackets and suits worn by Dooley, Thompson, Sousa, and Krzeminski are about half vintage and half custom; all the men's ties are vintage. With the exception of the ties, Howard and Jarvis are wearing custom clothes.

"There are a lot of fantastic pieces in the rental houses. There's no way we could do a show like this without the rental houses. You could do the principals, but not the extras," Ottobre-Melton says. "I don't think I've ever done a show with so many multiples."

Ottobre-Melton's goal was to transport the audience to another time and place.

"For me, it's about bringing the audience into the era to experience all the texture and contrast to our modern life. There is nothing worse than being jolted out of a period world by a modern faux pas," Ottobre-Melton says. "I love the '40s because there was just so much life to the fabrics. Everything had a style to it. It's not just a flat piece of fabric."

CHAPTER THREE

Costume sketches
by Giovanna
Ottobre-Melton.



PEGGY CARTER



"My favorite Peggy Carter outfit was the blue suit and the red hat from 'Now Is Not the End,' because it is the first outfit I designed for the show," Ottobre-Melton says. "It's a symbol of empowerment for a woman working in a man's world. A red hat in a sea of gray fedoras. It was also a nod to Captain America."

Ottobre-Melton's inspiration for this outfit comes from Peggy's blue suit in the Marvel One-Shot.

"I wanted to make it different, so I added the tricolors on the side panels and of course the white shirt. When I knew that she had the red hat, I had to tie in the red hat to this blue suit, so I added the red stitching to the collar of the white shirt," Ottobre-Melton says.

Peggy's now-iconic red hat was a custom-made Stetson Stratoliner inspired by the 1930s men's Stratoliner.

"I wanted her to have the power of a men's hat there because she's this woman working in a man's world," Ottobre-Melton says. "Their ladies hat from the 1930s had a little different shape,

so I didn't opt for that little perky hat. I went for the strong silhouette to represent that she was going into this workplace. It is definitely a female version of the male hat.

"I contacted Stetson, and they worked with me on developing that hat, and I was very lucky to be part of their 150-year anniversary. They're in the middle of making 1940s hats, so it was just great timing. They still carry the Stratoliner hat today for men."

Peggy's wardrobe includes countless custom-made copies, a requirement for a character with stunt doubles.

"You can't get vintage multiples, so I spent a lot of time sourcing the fabrics for the period," Ottobre-Melton says.

Sometimes, accessories rather than full ensembles inspire Ottobre-Melton.

"I found this beautiful mother-of-pearl belt buckle, and I designed her burgundy-dress outfit around it. It's funny how one little piece can inspire a whole design," she says.

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CHAPTER THREE

Costume sketches
by Giovanna
Ottobre-Melton.







Costume sketches
by Giovanna
Ottobre-Melton.



HOWARD STARK

"I loved dressing Howard because he's the wealthy playboy," Ottobre-Melton says. "All of the finishes on his jacket are done by hand. It's really reflective of the fact that he's this wealthy guy. But he totally ditches the tie and is into a more casual look. He's on the run, so we don't want him to be all suited up."

Ottobre-Melton's look for Howard expresses both his background as a man of leisure and his status as a fugitive from justice.

"We wanted to have a reflection of this eccentric, wealthy guy," she says.

For the newsreel detailing Howard's troubles with the law in "Now Is Not the End," Ottobre-Melton chose vibrant yet contrasting colors.

"I was actually told that it was going to be seen in black and white and color, so I had to plan for both," she says of the footage, which ended up being shown only in black and white. "I did a show before this where I used a lot of black and white, so I know what colors to use. If I have a question, I have a filter I can hold up and look at to see how something will blend."





ANGIE MARTINELLI

"I love Angie, too. She's a working girl, she's a waitress, so she doesn't have a lot of money," Ottobre-Melton says. "She has a simple wardrobe, but she's stylish in an affordable way. She had good taste, and shops at neighborhood dress shops and local department stores, and she bought nice pieces there."

ROGER DOOLEY

"I love Dooley's custom brown, wide-pinstripe, double-breasted suit," Ottobre-Melton says. Dooley's wardrobe was part custom and part rental—with the latter pieces often requiring some manner of reconditioning, such as replacing linings or waistlines.

"We do a lot of restoration on the clothes, which is a time-consuming process, and sometimes it's quicker for us to build something from scratch. But it's seventy, sometimes eighty years old, and still here. It says a lot about how bad our modern clothes are," Ottobre-Melton laughs.

JACK THOMPSON

Thompson dresses conservatively, befitting his status as an SSR agent. "I made this beautiful sage-green suit for him that he wears in the last episode. And I was surprised at how great Chad looked in suspenders," Ottobre-Melton says. "With both Enver and Chad, they just put on those things, and it was just like, 'Wow, you look like you just stepped out of the era.'"

DANIEL SOUSA

Ottobre-Melton put Sousa in sweater-vests to make him seem more personable and easier to approach. Her favorite outfit for him is the subtle plaid jacket he wears in "Valediction."

"Also, because he has the crutch, I thought this man would be more comfortable in a sweater vest than wearing a jacket all day," she says. "So it was a combination of those ideas. I had no idea he would look like a model. It looked so fantastic on Enver—better than I could have hoped."





DOTTIE UNDERWOOD

Dottie's costumes evolve along with her character. "I loved her opening outfit. That burgundy sweater and her beautiful green wool skirt is her 'fresh out of Iowa' look," Ottobre-Melton says. "After we reveal who she really is, there's a dramatic shift to her look. She goes from fresh Iowa to Black Widow. She's dressed in lots of black and red, and I love that Marlene Dietrich kind of tough look.

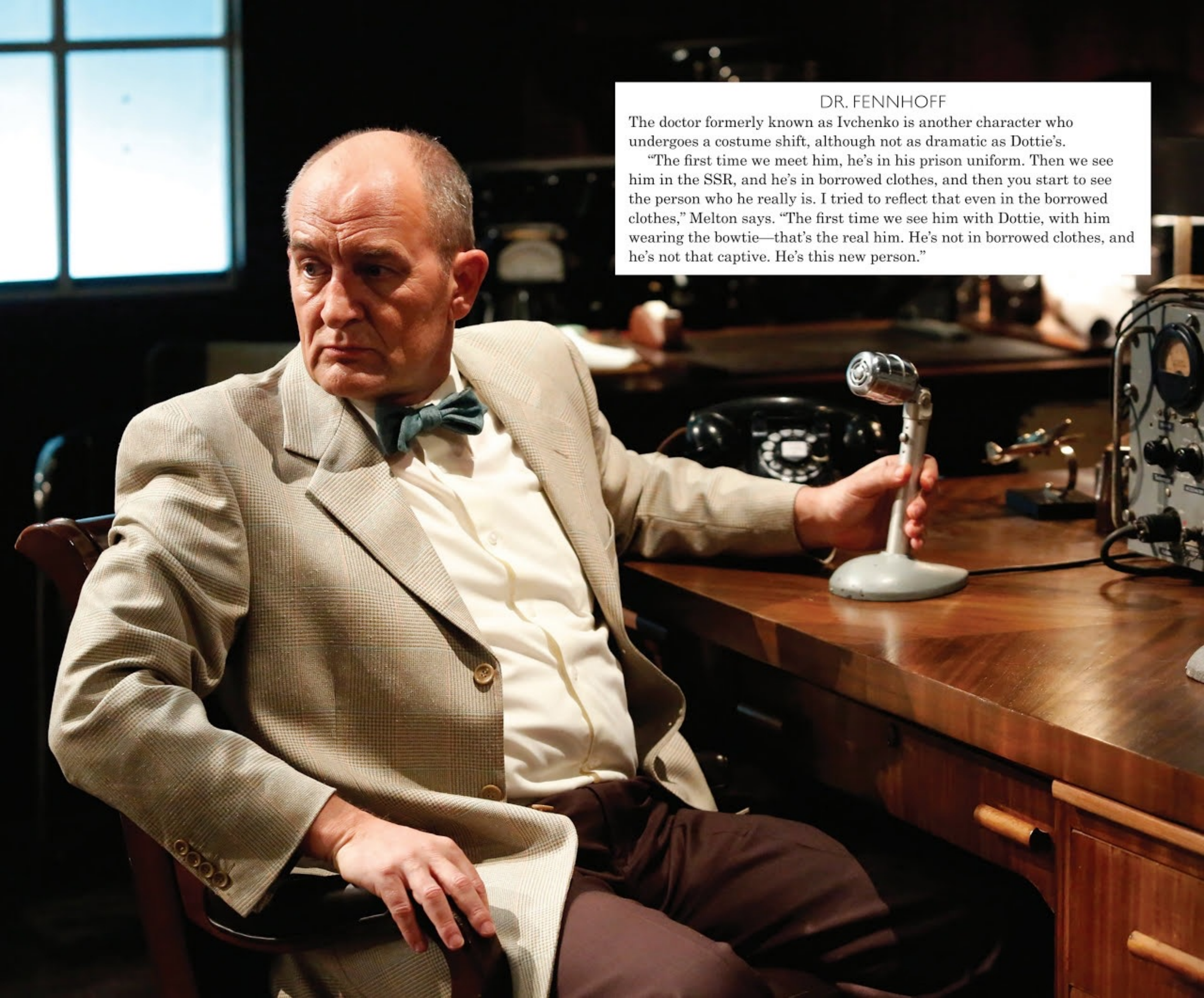
"What I didn't know was that she was going to show up in that car. I didn't know what the car was going to look like, and I said, 'Oh my god, she matches the car!' How awesome is that?"

Unlike Peggy, Dottie wears a woman's hat. The Goorin Brothers piece is reminiscent of one worn by Marlene Dietrich, an actress and singer active throughout the 1940s. Dietrich is famous not only for her tremendous performances, but also for her preference for androgynous, even masculine, clothing.

"There's so many classic photos of amazing women during those years, so they were a big influence for me in terms of style," Ottobre-Melton says.

Bridget Regan's favorite outfit is the custom dress her character wears for the flashback scene in the airplane hangar in which she seduces Howard Stark.

"It said 'glamorous' and 'wealthy'—a perfect woman that Stark would want to date. This gown was so beautiful. I felt like a movie star. I walked on the set, and everybody applauded. I felt pretty damn beautiful in that outfit," Regan says.

A man with a serious expression is seated at a large wooden desk. He is wearing a light-colored, textured suit jacket over a white shirt and a dark bowtie. His right hand rests on his lap, and his left hand is positioned near a vintage-style microphone on the desk. The background is dimly lit, showing a window with a grid pattern and various items on the desk, including a rotary phone and some electronic equipment.

DR. FENNHOFF

The doctor formerly known as Ivchenko is another character who undergoes a costume shift, although not as dramatic as Dottie's.

"The first time we meet him, he's in his prison uniform. Then we see him in the SSR, and he's in borrowed clothes, and then you start to see the person who he really is. I tried to reflect that even in the borrowed clothes," Melton says. "The first time we see him with Dottie, with him wearing the bowtie—that's the real him. He's not in borrowed clothes, and he's not that captive. He's this new person."

MIRIAM FRY

"We loved dressing Miriam, because she was so funny," Ottobre-Melton says of the Griffith matron. "Her first outfits were very stern. She had to look like this strong house mother. Then I love it when the guys come in, and they're marching through, and I had her in a sweater there because I didn't want her to have that bold look."

"It was the first time you saw the softer side of her, so I thought the sweater was a good reflection of that."







Time and Ties

When it comes to ties, Ottobre-Melton says they don't make 'em like they used to.

"The vintage ties are so amazing compared to the contemporary ties. I love them. They were very asymmetrical, and they're just different from what you see in modern ties. Each tie was handmade, and the prints are beautiful and interesting," Ottobre-Melton explains. "It's way cooler than anything you see out there. There was more randomness to the design that you don't see today. Ties are completely boring now."

The neckwear for *Marvel's Agent Carter* came from costume houses and eBay, as custom-made ties would have required silkscreening. Since men of the '30s and '40s kept and wore their ties for years, Ottobre-Melton was able to use pieces from the entire decade.

All the male characters on the show wore ties reflective of their personalities.

"For Jarvis and Dooley, I was a little bit more conservative with their ties. And for the men in the SSR, I had them wear lower-key ties," Ottobre-Melton says.



CHAPTER THREE

1940s Coif



HAIR DEPARTMENT
HEAD PETER
TOTHPAL

Hair Department Head Peter Tothpal, who previously worked on Marvel's *Iron Man 3*, designed and oversaw the show's vintage hairstyles.

"We did extensive research of the period, looking for natural, realistic hairstyles, as well as the Hollywood 'glam' version," Tothpal says. "Because this was based on a comic book, I chose to lean toward the more glam, stylized version in keeping with the production designer's vision of the show."

Tothpal's team worked closely with the Costume and Makeup departments to realize the series' striking look.

"We constantly sparked off each other's ideas, ending up with a remarkable-looking show that really clicked when all the aspects came together," he says.

Although it may seem surprising, the iconic Peggy Carter hair was, in fact, a wig.

"I used three to four wigs on Peggy, incorporating the front of her hair into them to give the hairline a natural look. Two wigs were necessary to ensure that one was always at the ready due to her busy schedule, as she was in almost every scene. And of course we had several duplicate double wigs for her and other actors to accommodate all the fight scenes," Tothpal says.

Tothpal and Stylist Terry Baniel handled the barbering and styling for the principal male cast members; another stylist, Enid Arias, did the pre-barbering for the rest of the male cast.

"One major challenge we faced was finding men with hair long enough on the top to create the look of the '40s—mostly because today's haircuts are more layered, shorter on top," Tothpal says.

Men's barbering was done a few days ahead of the shoot; all the stylists needed to do on the day of filming was comb and style.

"It was imperative that the men all had perfectly cut hair because men in that era were meticulous about getting frequent trims to maintain their well-groomed look," Tothpal says.

A team of no less than twenty hairstylists per episode was required to complete the work in a timely manner. On average, it took twenty minutes to create the hairstyle for each female background actor.

"The biggest consideration and challenge is to design a period-correct hairstyle that defines the character, create it in our tight schedule with modern tools and equipment, and still make it look like it was created with the products and tools of the period," Tothpal says. "All departments work as one to create a solid look for the period, from set design to costumes to makeup. The hairstyling and makeup is the icing on the cake.

"It's the element that is seen the most because it is the frame of the actor's face, which is on screen 100 percent of the time. Especially with the 1940s—



which is so specific and stylized, when you are transporting the audience to a different time in history—to see one incorrect hairstyle walk across the frame shatters that illusion, making it extremely essential to always be monitoring every look, every minute of every day."

Maintenance is a key component of the job. It's easy to control the actors' hairstyles on a stage, but more difficult to do so out in the elements.

"There were days and nights when we shot outside in the rain and the wind, which made it very challenging to keep the actors looking like they just stepped out of the trailer," Tothpal says. "We were very fortunate to have a fantastic cast who were very accommodating to our efforts. Their happiness made us feel good and confident about our work. All styles were a labor of love."



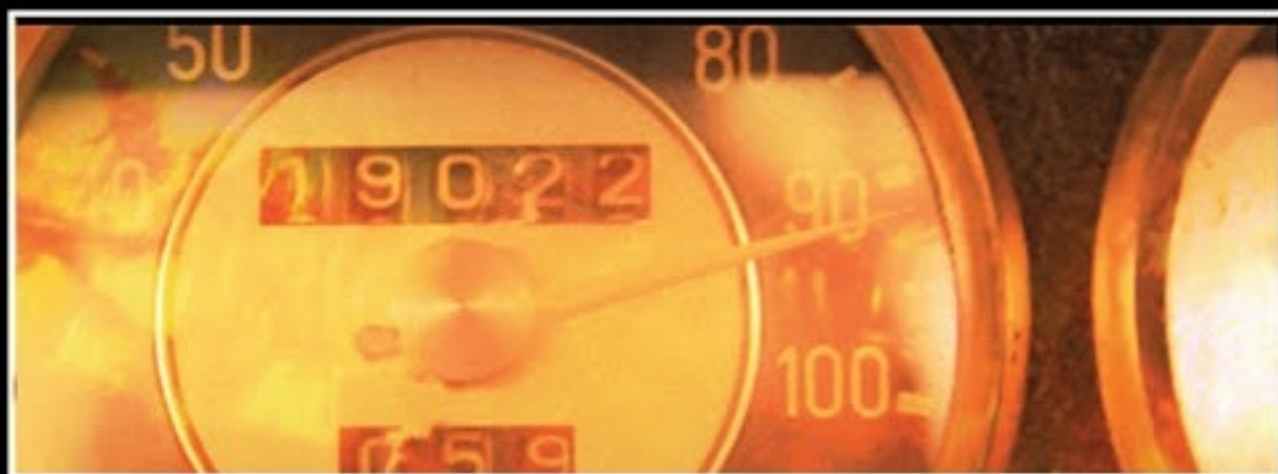
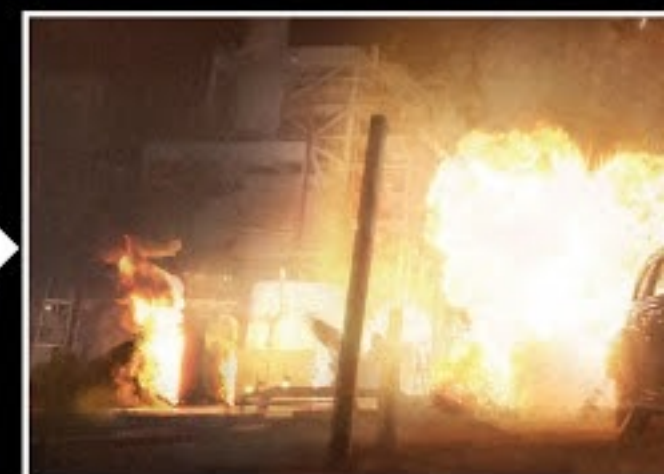




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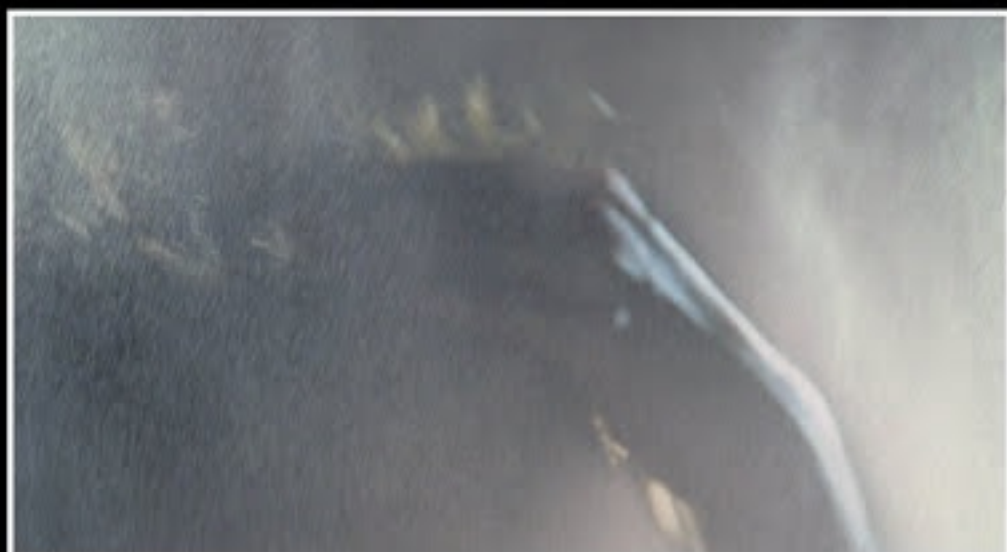
THE MILK TRUCK

The milk-truck fight in “Bridge and Tunnel” forced the VFX team to get creative.

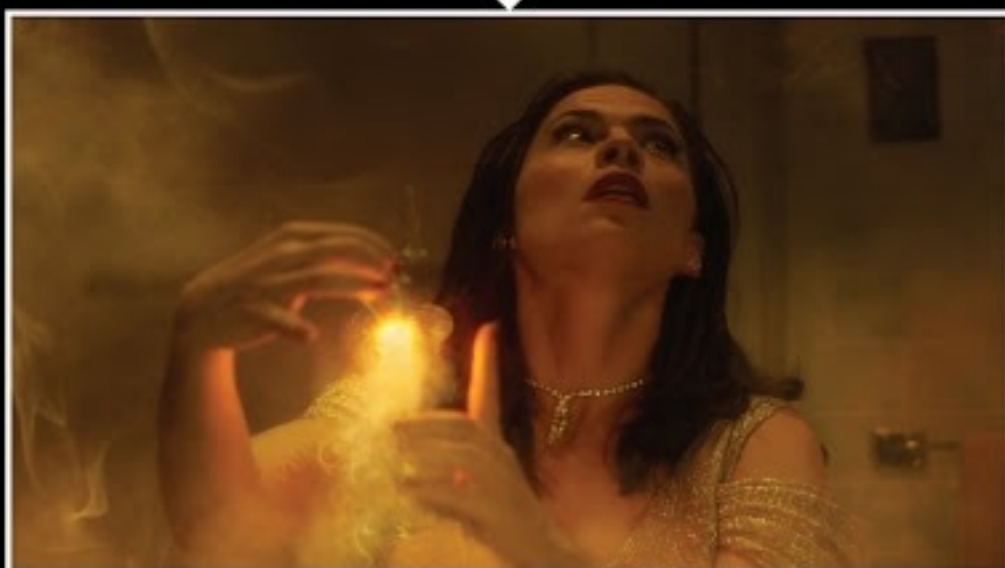
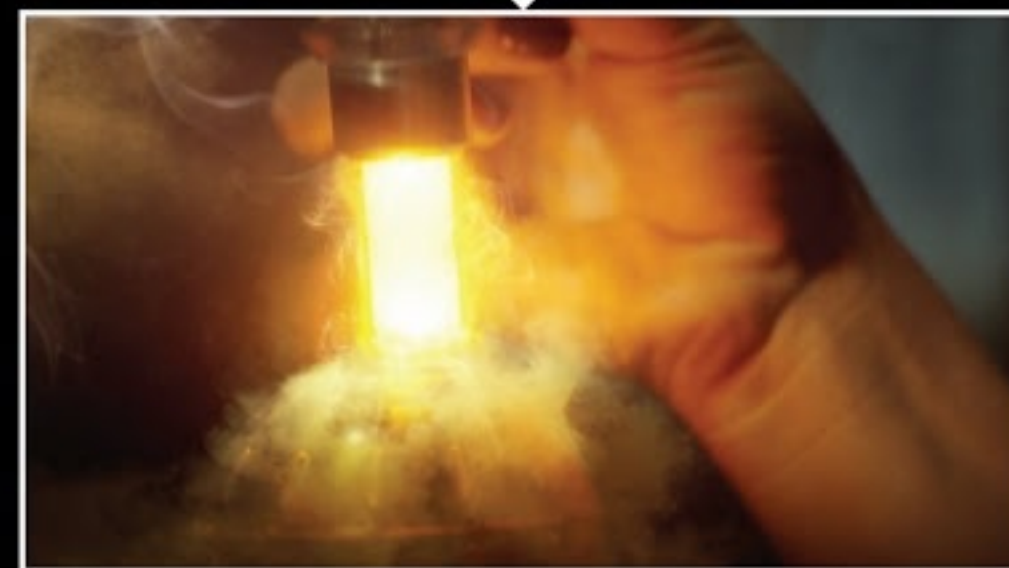
“They had a crane on the green-screen set that day, and they shot camera moves that were really impossible for us to re-create without motion control, so we ended up having to come up with a digital solution to solve that problem there,” Duggal explains. “So we created a sort of CG domed environment.”

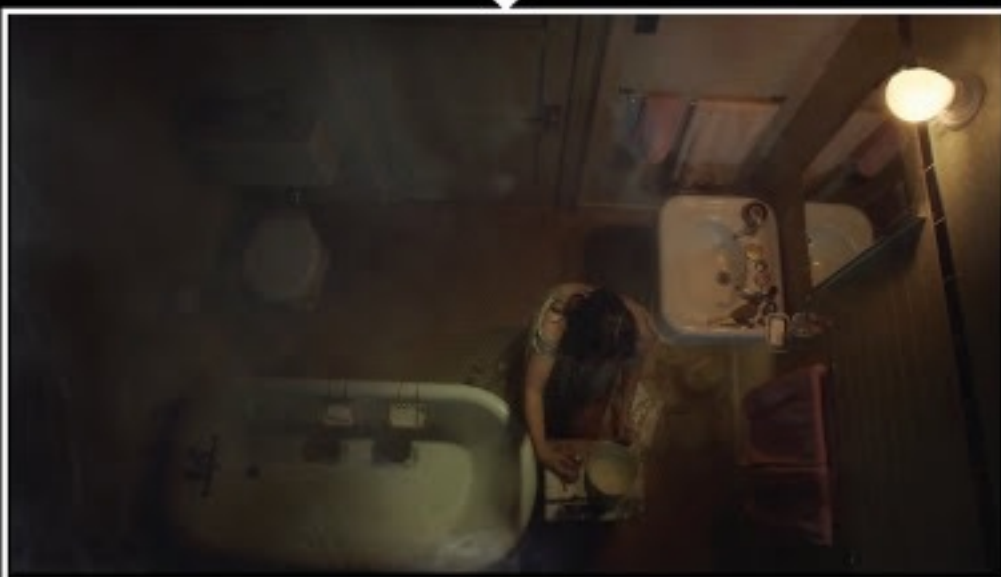
The truck’s crash and lake-bound descent is completely CG, shot digitally with a practical water element.

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THE BATHROOM BOMB

Not all of the most challenging visual effects were big explosions. In “Now Is Not the End,” Peggy disarms a Nitramene bomb in her bathroom as smoke billows out. In reality, there was absolutely no smoke when the scene was shot: It was all computer-generated.

“I will say this episode was quite challenging. All of the smoke and gasses we created were all visual-effects simulations, particle animations. That was very tricky to do—it took us a really long time,” Duggal says. “We had to simulate all of that smoke and gas, and it took ages. We’d change one thing in one shot, and it would affect every other shot. We were trying to use it for timing and pacing,

and to create a buildup of tension. The faster the gasses emitted, the more dangerous we thought it made it feel. Also, the little ball was plastic, so on every shot they had to make it look like translucent glass.”

The details of the bomb itself also need VFX work—the Nitramene crystals had to be seen in a close-up.

“We couldn’t find any stock footage we liked, so ILM had a guy who works for them and has an electron microscope with a camera attached to it. He shot this footage for us. That’s the advantage of working with a group of geeks, for sure,” Duggal says.

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**VISUAL EFFECTS
SUPERVISOR
SHEENA DUGGAL**

FOR THE LOVE OF VFX

“I don’t think visual effects is just about executing or making these elements all go together. I think it’s about really understanding, if you do it right, how they help tell the story,” Duggal says. “We didn’t really have anything gratuitous in there. It was all about how we get information to people. I feel like if we’re doing that, we’re helping to tell the story and giving people visual information without having to patronize people with big expositions.”

The show’s mission itself made the work appealing for Duggal. “I’m really excited to be working on a project where you have a female protagonist whose super-power is that she’s female, and everybody underestimates her and what she’s capable of doing,” Duggal says. “So she’s always able to have power in any given situation because she’s probably the smartest person in the room. And that’s not changed that much in the last seventy years—unfortunately, that’s still the case.”

Duggal also cites Hayley Atwell, whom she met while working on the One-Shot, as a great reason to be part of the show: “I love Hayley as a person—she’s just a wonderful, warm, smart, funny, talented, badass girl.”

Duggal herself has a history of busting up stereotypes. While working on the One-Shot, she was volunteering for Pump Aid, a nonprofit devoted to providing sustainable access to safe water supplies in Africa. Duggal used photojournalism to document how access to clean water changes the lives of African women and girls.

“When we were doing the One-Shot, I was editing some videos for World Water Day,” she says. “While I’m sitting on set with my laptop, Hayley saw what I was doing, and she came over to me—and I barely knew her at this point—with a piece of paper with her contact information and everything on it, and she said, ‘When you’re ready to go live with that let me know, and I’ll tweet it,’ and she did. She tweeted it for me. And I just loved her, from that moment on. I was just so moved by the fact that she did that.”

“The show was a bit of a passion project for me. It is exciting to work with the same Marvel team we worked with on the features and short.”

Cars, and Boats, and Planes! Oh, My!

For an eight-episode show, *Marvel’s Agent Carter* used a surprising variety of vehicles. From cars and boats to planes and trains, transportation was an integral part of the story.

Transportation Coordinator Skip Fairlee worked with Picture Car Coordinator Kenny Youngblood to find the best vehicles and other supplies for the set. But the job isn’t only about what’s on camera. The transportation coordinator is in charge of everything on wheels—from moving cast trailers and picking up actors to transporting equipment.

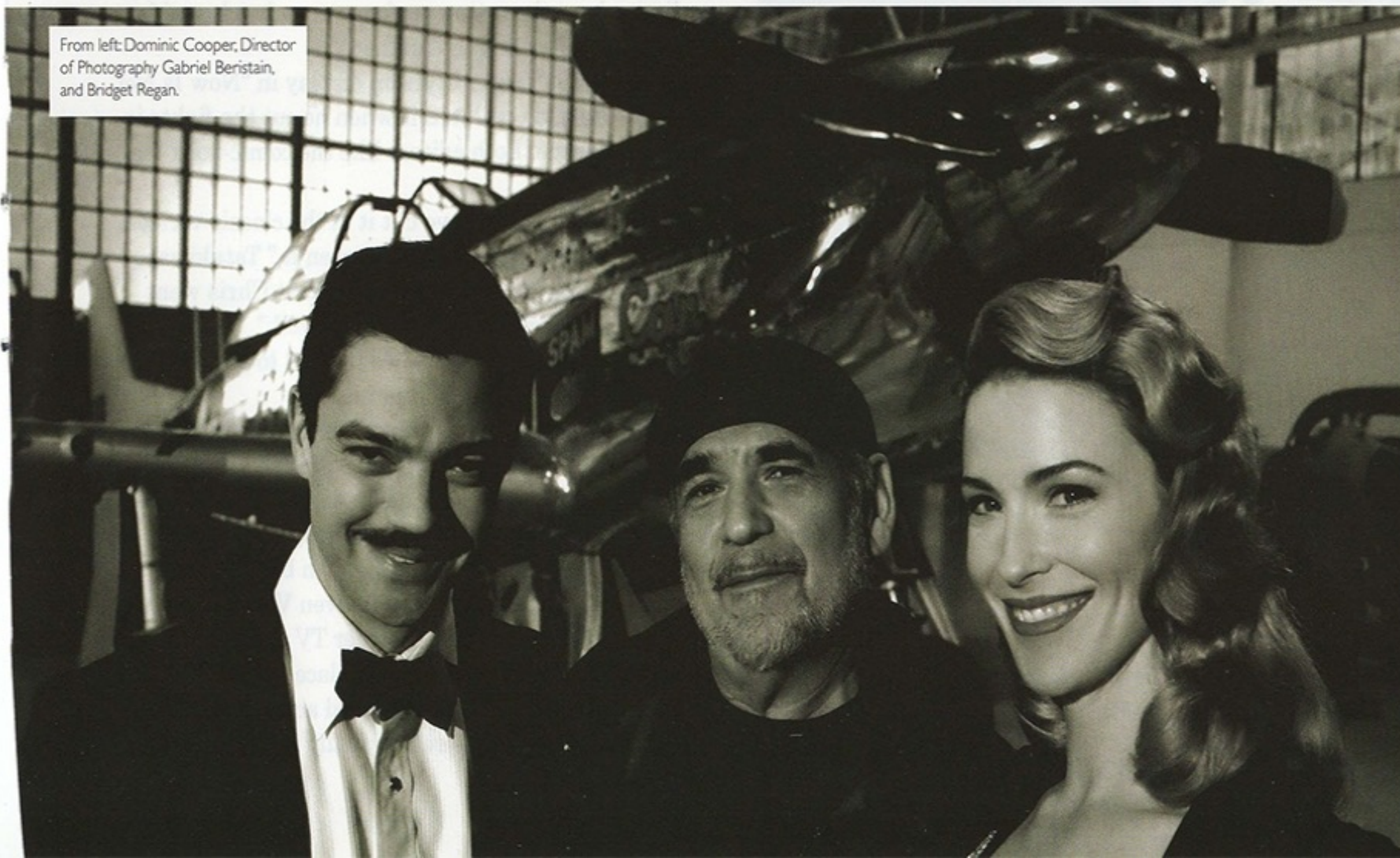
Fairlee’s biggest challenge was keeping old cars running during the long shoots.

“The picture vehicles were very cool and added a bit of spice to the filming,” he says. “The struggles with this are the fact that you are looking for nice cars that are seventy years old and can run constantly throughout the day to get the shots that are needed. Kenny branched out to a few of the car collectors that he knows and met some great people who were really excited about





From left: Dominic Cooper, Director of Photography Gabriel Beristain, and Bridget Regan.



seeing their car on camera, so we made deals with them to rent their cars."

Fairlee enlisted the help of on-set mechanic Justin Mann to keep the cars in working order. To avoid interrupting the shoot, they prepared supplies like new batteries and brakes in advance. The cars had to be kept clean and polished, too.

Ironically enough, the vehicles presented a challenge few would expect.

"These cars are difficult to move around on set for a few reasons, one being that most of them have no power steering. They are very big and bulky cars—not like your basic little sports car," Fairlee explains. "The majority of the transmissions are what they call 'three on the tree.' This means the shifter is on the column by the steering wheel, which makes it difficult for most people because they have never seen this setup before, so to learn how to drive a different car and hit your marks for the shot becomes difficult."

But Fairlee relished the trials. "We come across new challenges every day in this job, and that's why I really like it," he says. "One day might be trying to figure out how we get the equipment up to a house they want to shoot that has only one way in and out. The next day's trying to figure out how we can save some money on the budget; on the next, we might have to figure out the best way to move the company from A to B, always keeping the budget in mind."

Pulling It All Together

Prior to shooting, the writers, directors, and producers meet to discuss the subtleties of the characters and script. This “tone meeting” is an important step for John Blair’s editorial team: While most of the crew focuses on specialized, disparate pieces, the editors must take a broader view of the show.

“I am responsible for helping the director, writer, and producers tell the most entertaining and compelling story possible,” Editor David Siegel explains. “The editor is one of the few crew members who must look at the whole picture—including performances, makeup, camera work, sound, visual effects, music, etc.—during the making of the show.”

That task often includes collaborating with the show’s directors.

“One of the things that makes *Agent Carter* so much fun to edit is that each director, while needing to follow certain guidelines and tone established by our producers, has also been allowed to give the show their own tone during production,” Siegel says.

Editor Troy Tataki cites “Bridge and Tunnel” as an example. “For the rhythm of the speech, Director Joe Russo had me watch *His Girl Friday*,” Tataki says. “He based a lot of the rhythm of the speech on that movie.”

Released in 1940, *His Girl Friday* is a rollicking story of love and work—a perfect immersion into Peggy’s world. But Russo and Tataki failed to account for one important detail: The film’s dialogue is extremely fast-paced.

“The funny thing that happened because of that speed was that my show ended up being five minutes short on the first cut. So we had to shoot additional scenes because the show was just not long enough,” Tataki says.

Timing is a constant challenge in TV production, according to Editor Chris Peppe. “You have to always try to figure out whether you’re going to be running short or long, and ideally you want to be a little bit long so the directors can take stuff out—because a lot of times the faster it moves, the better they feel it plays,” he says.

The conflict comes down to pacing. “I think that while it is always important to vary the pacing of the editing on any TV show or movie, as this has the most impact, audiences will lose interest if a show moves too slowly,” Siegel explains. “So a balance has to be found between keeping the pacing up and telling the story in the best way possible.”

That equilibrium is key—especially for fight scenes. *Marvel’s Agent Carter* balanced choreographed stunts with frenetic camera work.

“Louis D’Esposito, the director, pushed me to go further there,” Peppe says.

“I’d done that style because I worked *Nikita*, and it’s very martial-artsy. I didn’t think we were going to do that for this show, because there is something more realistic about the acting performances, but he said, ‘No, no, no, go further, go further.’”

After seeing Peppe’s style on display in “Now Is Not the End,” Tataki emulated it when he cut the fights in the next episode. Both editors like the comic-book feel that resulted.

“I definitely would have cut it in the classic version rather than that style if I hadn’t seen it,” Tataki says. “I think it’s really fun, and I’m glad that Chris went that way. I thought it worked really well.”

Both Tataki and Peppe were thrilled to play with the comic-book mythology and method.

“It’s a lot of fun,” Peppe says. “One of the things I like about the show and the whole Marvel Universe is that when a character walks into a Marvel show, you never know if it’s going to be somebody’s grandpa.”

“I think everyone carries their own backstories a little bit,” Tataki adds. “I mean even Vanko—a walk-on part like that in any other TV show would be negligible, but he has his own place in the Marvel Universe. I absolutely loved actually editing everything—the show is really, really fun.”



Bring the Noise: Sound in *Marvel's Agent Carter*

Good sound, for a period piece, is organic and natural; it provides depth, atmosphere, and direction. When Peggy walks down a busy New York City street, the VFX team fills in visual details, but the sound crew's work is equally significant in creating a bustling city.

John Blair supervised sound-related elements for every episode, from planning to final shot—all on a tight schedule. The first step is the spotting session, during which a cut of the episode is viewed, and the music and sound requirements are determined.

"At that time, our sound supervisor will go through all the sound rolls, listen to everything, find the best dialogue—and when he cannot find the best dialogue, that's when we ask the actors to come into the ADR mixing stage," Blair explains.

ADR refers to automated dialogue replacement—commonly referred to as dubbing. Though the process may seem simple, it's more complicated than simply speaking the lines.

"We basically ask the actor to listen to what he or she says, and then repeat it," Blair says. "The interesting thing is they have to repeat the performance—and they have to, for the most part, match the syncing of their lips. Some actors are good, and some actors aren't—but fortunately for us, every actor on this show has been terrific."

ADR is a necessary process. During filming, it's not possible to regulate every sound from the set—background noises like the hum of a generator or the rumble of a passing truck can't be controlled. Also, active filming can have vocal overlap, when two actors are speaking at the same time. In such cases, the sound crew must get clean dialogue from both actors and marry the two together.

"ADR is a little uncomfortable," Blair explains. "Actors are normally playing off another character. And when they come in and just stand in a room by themselves, watching themselves—which is also difficult for them, as a lot of actors don't like to watch themselves—they have to try to match that performance, and sometimes that's not easy."

Peggy's confrontation with Howard in "The Blitzkrieg Button" required ADR thanks to vocal overlap, but the seasoned Hayley Atwell had no trouble getting the job done.

"Hayley had to match a very emotional scene with Dominic Cooper, and we had to get both sides of that conversation in ADR. Fortunately, she's a pro, so she was able to dig down and match her performance and emotion—it's easier when they can do that," Blair says.

Isolating the two vocal performances in this way also allows the sound editors to create perspective. When the camera turns to Atwell, her voice can be louder, building the illusion that she's also facing the viewer.

As with other aspects of the show, sound production required research to fit the period.

"What would be happening and taking place, and what you would see in 1946? We had to come up with the sounds of things. Car horns, automobiles, that Gatling gun—all of those sounds are created by our sound supervisor, Daniel Colman," Blair says.

Colman had to find—or create—the realistic period sounds that keep the audience firmly invested in Marvel's 1946. In "Valediction," when Howard is flying the P-51, Coleman and his team realized they couldn't just use modern plane sounds—they needed the sounds of a real P-51, including idling and full throttle.

"We had the sound of guns in that time; the sound of car horns, engines. They're all unique to 1946. Daniel has a large library he draws from. It really helps with creating the realism," Blair says.

The uninitiated viewer may not notice the extreme details crafted by Colman and his crew.

"Howard leaves in 'Now Is Not the End' in a Chris-Craft—a classic, wooden-hulled speed boat," Colman explains. "What exactly does that sound like? And when Jarvis's Western Electric 202 oval-base E1 phone rings, it should sound distinct from the Western Electric Model 302 F1 used in the SSR offices. The two have different rings."

Car horns demanded a similar attention to detail.

"Modern car horns would sound too modern or be too loud," Colman says. "The car horns back then were almost tinny, and they weren't very powerful horns; they were very small, and they made a unique sound. And the car horn of a 1946 Chevrolet might be different than the car horn of a 1946 Plymouth."

Sound in television and film goes hand-in-hand with the visual experience.

"You work in the picture world and in the sound world in post production, and they are married at this particular point," Blair says. "We marry our perfect sound with our perfect picture, and that's the finished product. I think you can see, too, in our show: The quality, the color and sound, the visual effects—they are all just at a step above what you normally see in episodic television, and I can honestly say that because I've done quite a few shows."

If sound and image are a marriage, then *Marvel's Agent Carter* was a white wedding for Blair.

"*Agent Carter* has been everything and more—it's like a mini-feature. It looks different, sounds different, and feels different than episodic television. Of course, what makes it really enjoyable is when you're working with people that you really like working with," he says.



Bring the Funk: Music in *Marvel's Agent Carter*

The music in *Marvel's Agent Carter* is exciting, vintage, and timeless. "Music does the same thing in television that it does for film," Composer Chris Lennertz says. The key to it is that it creates not only an emotion for the scene, but it also helps the audience know that it's really important."

Besides setting tone, music also provides detail. "There's a way to create moods and give you information that's not there," Lennertz explains. "For example, if there was a scene where something that Howard created was important for the scene, but Howard is not there, I can still bring the thematic element from Howard that makes the audience realize the subtext."

Choosing the music for an episode is a collaborative process. The music supervisor pitches recommendations to the editors and producers, who make the final decision. Music Editor Amber Funk is the voice of the producers in this musical conversation. And yes—that is her real name.

Two main types of music are used: score and sourced. Scored music is composer-created; sourced music is licensed. *Marvel's Agent Carter* required both to create the show's voice while maintaining its period accuracy. Each episode features three to six licensed songs. When asked to pick a favorite, Funk chose Lowell Fulson's "Jam That Boogie," heard during Krzeminski's murder.

Not all the songs are vintage. "That Man," which plays in "Now Is Not the End" and might sound like a 1940s big-band standard, is a contemporary tune by Caro Emerald, a Dutch jazz/pop artist. Fans were so enchanted with the show's music that they created an expansive online playlist.

For its score, *Marvel's Agent Carter* used a live orchestra. Funk estimates that only about 30 percent of shows do so, for budgetary and scheduling reasons.

"We did it on the short, and it really felt great," Lennertz says. "Everyone decided that the show needed to look and feel like a movie, like a distinct part of the Marvel Universe. Doing that without a live orchestra? I think, subconsciously, anyone watching would feel that the emotions weren't as deep or that the size and scope wasn't as big. I really prefer using a live orchestra because I feel the human element gives it so much more emotion and depth."

"I think the other part of it has to do with the fact that it was set in the '40s, and we didn't want to have too many synthetic elements in the '40s—except for the ones that were specifically there to reference Howard's inventions."

To create the score, Lennertz watched each episode with the showrunners and executive producers to determine where the music should come in and what dramatic purpose it would serve.

"Then we go to the studio and record the orchestra on a stage for a day. We have anywhere from a thirty- to forty-piece orchestra, and we record all of it live and then get it into the show the next day," Lennertz explains.

The big-band sound of the '40s—jazz trumpets, snare drums, upright



basses, and all—had to be balanced with the sounds of modern Marvel.

"We wanted to be sure to let the audience know that this is not a show set in the regular 1940s," Lennertz says. "This is a world where there were inventions that don't make any sense. So we wanted to be sure there was a part of the music that played into that."

"The nice thing about that formula—taking the orchestra and the electronic and the jazz, and putting it all together—is hopefully it creates a distinct *Agent Carter* sound, like the way you feel when you hear the James Bond theme or when you first heard *Star Wars*. You want it to have a real voice."

That voice follows the main characters, too—each of whom had their own musical theme.

PEGGY CARTER

"Peggy's theme is something Louis D'Esposito and I came up with during the One-Shot," Lennertz says. "Louis really felt that Peggy, because of her character, needed to have a lot of dimensions to her theme. He wanted to make sure it had power, make sure it felt smart, and it fit in the world of spies and espionage. But it also needed to have a little bit of that '40s flair. And there was a little bit of power and super hero to it because of her relationship with Captain America."



But the One-Shot's slightly more '60s spy sound needed to be grounded in the '40s.

"It's the same theme, but some of the instrumentation is a little different and a little more traditional," Lennertz explains. "When I first started writing the theme, I knew I wanted to use some of the emotion that a theme from the '40s might have. I knew I wanted to use brass. The first time you hear it in the pilot, it happens on brass horns—which is normally a very powerful, heroic way to set the theme."

Lennertz made use of the full orchestra: The theme is played on different instruments in keeping with the tone of individual scenes.

"It had to show her personality, but also be very malleable. I love Peggy's theme—I think it came out really well," he says.

Part of the excitement of Peggy's theme stems from its heroic quality; her music doesn't need the traditionally feminine trills of flutes and harps.

"I used the same orchestra that I used for any Marvel show, and the same orchestra I would use for any hero that came from the world of espionage and spying," Lennertz says. "I used a lot of low brass, and I used very few high instruments. Whenever Peggy is doing anything where she is taking charge, which is most of the time, it was always full-on hero music. And I really felt that that was so important, and Louis felt that it was so important."

Like her bold music, Peggy is unfazed by the bias and negativity of others.

"She knows her worth—she always did. She never doubted herself, and she never thought that anyone else was right. She always knew that she was doing the right thing and giving her all," Lennertz says. "I thought that was so

important to hear that on TV and to see that on TV—to have a really strong, smart, savvy female hero. I'm super-psyched to be a part of it, but I wanted to do my part and make sure that my music played it the same way, played it with all the confidence that Peggy has. And I think we really did that."

Peggy's theme is accompanied by another emotional piece.

"I have a theme that I call 'Goodbye, Cap,' which is also in the short, that is sort of a remembrance of Steve and their relationship," Lennertz says. "Any time we go into a flashback of her relationship with Steve in the show, it plays really well."

ANGIE MARTINELLI

Since most of her scenes involved Peggy, Angie did not get her own theme. Rather, her signature sound is a variation of Peggy's theme.

"It was a radio-play sort of theme that kind of played up her actress factor. We used that whenever she was trying to turn on the overacting," Lennertz explains.

EDWIN JARVIS

Jarvis's theme combines the British-butler trope with the sounds of the '40s.

"Jarvis's theme is mostly played on the bassoon and plucky strings. The plucky strings and bassoon are 100 percent British butler. The whole idea was that whenever it came up, it had this slightly posh, high-upper-crust, dry British wit," Lennertz says. "We wanted to make sure people smiled whenever Jarvis was doing something."

HOWARD STARK

Not surprisingly, Howard has the show's jazziest theme music. It's a nice play on his status as the ultimate bachelor and ladies' man.

"I used some string for Howard once in a while, but most of Howard's sound was actually from drum sets, trumpet, upright bass, and sometimes some jazzier piano," Lennertz says. "The idea for Howard was that he really just doesn't take anything seriously. He's also so charmingly smooth that I wanted to make sure that his sort of greasy, 'I can get away with anything' charm always came out. I think that keeping him the most jazzy really set that up."

JACK THOMPSON

Thompson's theme doesn't appear until "The Iron Ceiling," Lennertz says he tried to express both the heroism and cowardice of Thompson's personality.

"He's a war hero, so there's a military vibe with the trumpet and snare drums, but it also has the sadness to it because he's full of bluster. But at the end of the day, he feels really guilty about what happened there, and he's pretty weak," Lennertz explains. "At the end of the series, the trumpet and snare drums come back for him, but in a much more political way. It's military with a hint of sadness and not too heroic—because at the end of the day, he wasn't."

DANIEL SOUSA

We see Sousa largely through the eyes of other characters—so like Angie's theme, Sousa's is a variation on another. Depending on the scene, Lennertz altered Peggy or Thompson's themes to fit Sousa.

"We never really addressed his theme. If that relationship develops, and he needs a theme, I would love to write one," Lennertz says.

ROGER DOOLEY

Dooley's theme plays in "SNAFU," when his emotional complexity is truly revealed. The piece needed to make a deep connection to match Dooley's sacrifice.

"We never really cracked Dooley until that episode. It was when Dooley was talking about his wife—that was the first time he really let anyone in," Lennertz says. "You'll notice that's a relatively emotional piece of music. It's really right before he jumps out the window that his theme comes into being. That entire piece from when he grabs Thompson's gun to when he jumps out the window is the biggest musical statement. It's a tragic theme that obviously has to do with him giving up his life for everyone else."

DOTTIE UNDERWOOD

Lennertz added vocals from a Russian choir for Dottie's Black Widow theme, the Russian theme in "The Iron Ceiling," and Ivchenko's theme—including those of a 12-year-old female for the scene featuring young Dottie. The choir sings of dominance and fear—the entire basis for Leviathan's mission.

"Really one of the most enjoyable things was when they went to Russia. Not only did we add a Russian choir to the sound for Dottie and Ivchenko, but we actually wrote lyrics that specifically translated to talk about the Red Room and a red storm rising and the Black Widow program and world domination," Lennertz says.

Only Russian-speaking audience members would have recognized this incredibly subtle touch.

"But that's the kind of thing that, subconsciously, you can do. Especially in a big cinematic universe like Marvel where there's this relationship in telling this much bigger story that goes all the way up the present-day Avengers, which I think is super cool. There are not a lot of places you can do things like that other than places like Marvel," Lennertz says.

Dottie's theme is heavily influenced by Russian folklore and military themes. While a young female sings during the flashback, grown men provide the vocals for Dottie's adult theme.

"So even though we have this gorgeous blonde, there's something about post-World War II military Russian men that was in her character. And every time you hear Dottie, from the beginning, it's not just the chorus, but it's also the Russian lyrics about the power of the Red Room and crushing all," Lennertz says.

DR. FENNHOF

In addition to the Russian theme established in "The Iron Ceiling," a unique set of sounds accompany Ivchenko's hypnotism. "It doesn't start until he grabs the ring and says 'focus.' And once that happens, you'll hear a heartbeat tapping. It's supposed to give the audience the idea that he has taken over. It's not a melodic theme as much as it's a sound that comes in to let people know that he's starting his game," Lennertz explains.

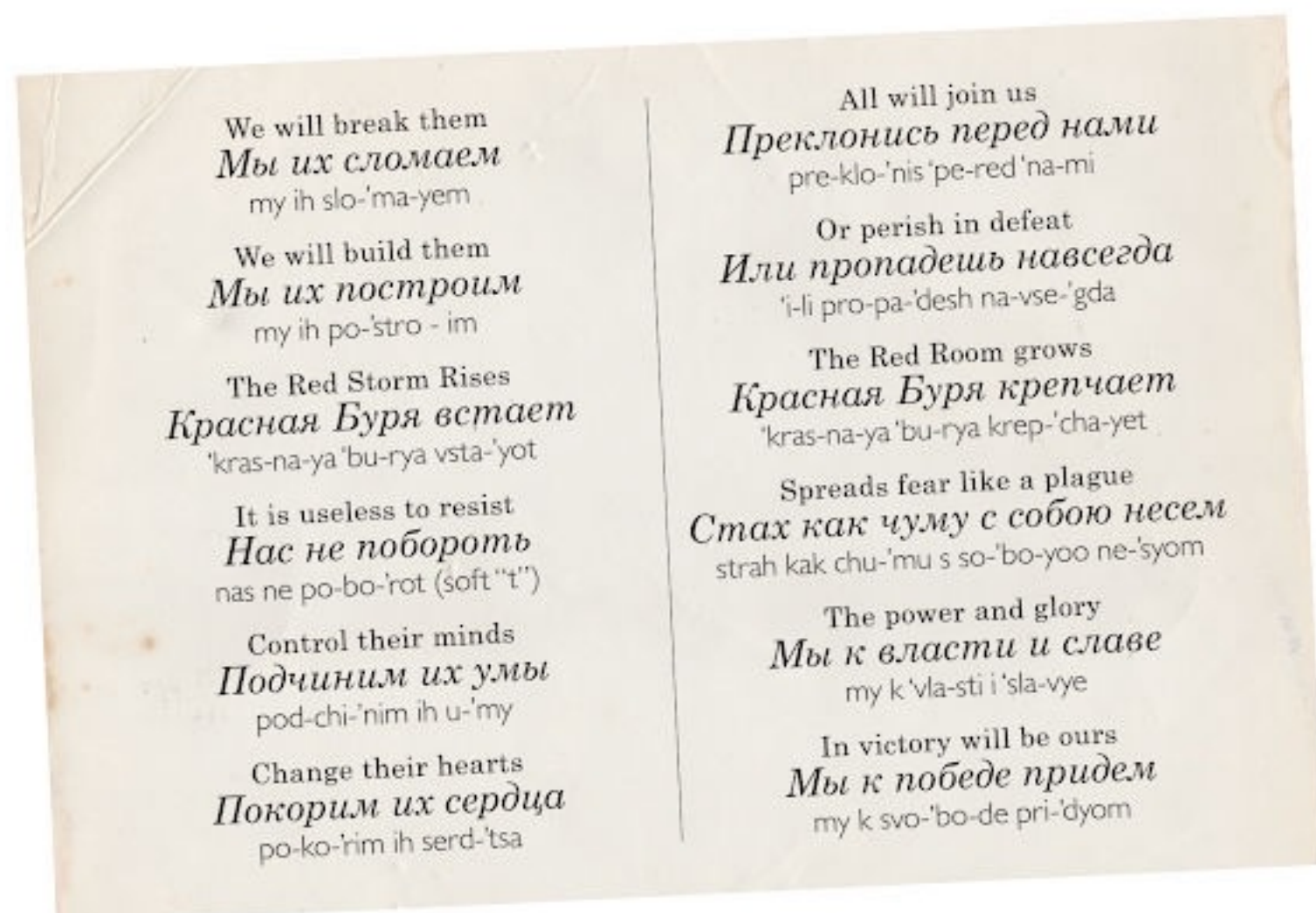
To create the distinctive sound, Lennertz instructed a string quartet and piano to play repetitive, hypnotic, peaceful music. Then the orchestra comes in around this simpler theme to evoke the emotions of the scene, particularly effective in the case of Dooley's hypnosis.

"The center of the music was just two violins, a bass, and a cello playing very repetitive pieces of music that go along with the blown-out-white footage and let the audience know that Dooley is sinking into this much more emotional, peaceful place," Lennertz says. "But because we're in a fantasy, it's much more hypnotic and Zen. It came out really well—it's different than the rest of the show, and it's maybe more modern in its technique."

MUSIC TO HIS EARS

For Lennertz, working with Marvel has been a dream come true.

"It's like a bunch of little kids in a candy store when I work with Marvel," he observes. "They just love super heroes and comic books and the genre of the material. I would work for Marvel any day of the week."



TOP SECRET





CHAPTER FOUR

SWEET DREAMS

SSR

CHAPTER FOUR





P H O T O G R A P H E R S

MICHAEL MULLER

MATT KENNEDY

JUDITH STEPHENS

KATRINA MARCINOWSKI

KELSEY MCNEAL

JAY MAIDMENT

MICHAEL DESMOND

BOB D'AMICO

GEOFFREY COLO

ERIC MCCANDLESS

BRADLEY INABA

PETER TOTHPAI

ADAM ROSE

GIOVANNA OTTOBRE-MELTON

PATRICK WYMORE

DAN GOLDWASSER